

SHIFRIN KENNETH S

Form 4

December 02, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHIFRIN KENNETH S

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN PHYSICIANS
SERVICE GROUP INC [AMPH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 S. CAPITAL OF TEXAS
HIGHWAY, C-300

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Executive Officer

(Street)
AUSTIN, TX 78746

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	11/30/2010		D	360,911	D	32.5 0	D
					(A) or (D)	Price \$ 32.5 0	
					(1)		
Common Stock ⁽¹⁾	11/30/2010		D	70,945	D	32.5 0	D
					(A) or (D)	Price \$ 32.5 0	
					(1)		
Deferred Stock ⁽²⁾	11/30/2010		D	20,141	D	32.5 0	D
					(A) or (D)	Price \$ 32.5 0	
					(2)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock Options	\$ 17.36	11/30/2010		D	20,000	<u>(3)</u> 03/23/2012	Common Stock	20,000
Common Stock Options	\$ 20.5	11/30/2010		D	25,000	<u>(4)</u> 09/08/2013	Common Stock	25,000
Common Stock Options	\$ 22.79	11/30/2010		D	25,000	<u>(5)</u> 10/01/2014	Common Stock	25,000
Common Stock Options	\$ 24.15	11/30/2010		D	25,000	<u>(6)</u> 06/03/2015	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHIFRIN KENNETH S
1301 S. CAPITAL OF TEXAS HIGHWAY
C-300
AUSTIN, TX 78746

X

Chief Executive Officer

Signatures

/s/ Kenneth S.
Shifrin

11/30/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Disposed and cancelled 431,856 shares of Common Stock (defined below), including 70,945 shares held by the Issuer's 401(k) plan, in connection with the merger (the "Merger") contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement"), dated (1) as of August 31, 2010, by and among ProAssurance Corporation, CA Bridge Corporation, and American Physicians Service Group, Inc. (the "Issuer"). Pursuant to such Merger Agreement, each share of common stock of the Issuer, par value \$0.10 per share (the "Common Stock") was converted into the right to receive \$32.50 in cash and cancelled.

(2) Disposed and cancelled 20,141 shares of the Issuer's common stock issued under the Issuer's Deferred Compensation Master Plan ("Deferred Stock"). Such Deferred Stock vested immediately prior to the effective time of the Merger pursuant to the Merger Agreement.

This option, which vested over a two-year period from the date of grant, was cancelled in the Merger in exchange for a cash payment of (3) \$302,800, representing the difference between the exercise price of the option and the market value of the underlying Common Stock on the effective date of the Merger (\$32.50).

This option, which vested over a two-year period from the date of grant, was cancelled in the Merger in exchange for a cash payment of (4) \$300,000, representing the difference between the exercise price of the option and the market value of the underlying Common Stock on the effective date of the Merger (\$32.50).

This option, which provided for vesting over a two-year period from the date of grant, fully-vested immediately prior to the effective time (5) of the Merger and was cancelled in the Merger in exchange for a cash payment of \$242,750, representing the difference between the exercise price of the option and the market value of the underlying Common Stock on the effective date of the Merger (\$32.50).

This option, which provided for vesting over a two-year period from the date of grant, vested immediately prior to the effective time of (6) the Merger and was cancelled in the Merger in exchange for a cash payment of \$208,750, representing the difference between the exercise price of the option and the market value of the underlying Common Stock on the effective date of the Merger (\$32.50).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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