

Simonelli John
Form 4
June 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Simonelli John

2. Issuer Name and Ticker or Trading Symbol
Access Plans Inc [APNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 36TH AVENUE, SUITE 105

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NORMAN, OK 73072

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 (A) 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/31/2012		D		15,000	D	\$ 3.28
							0
							<u>(1)</u>

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

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SEC 1474 (9-02)

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 1.1	05/31/2012		D		03/01/2007	03/01/2017	common stock	50,000
Common Stock Options	\$ 1	05/31/2012		D		05/13/2008	05/13/2018	common stock	10,000
Common Stock Options	\$ 0.7	05/31/2012		D		05/21/2009	05/21/2019	common stock	25,000
Common Stock Options	\$ 1.09	05/31/2012		D		02/09/2010	02/09/2020	common stock	5,000
Common Stock Options	\$ 0.93	05/31/2012		D		08/02/2010	08/02/2020	common stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Simonelli John 900 36TH AVENUE SUITE 105 NORMAN, OK 73072	X			

Signatures

/s/ John Simonelli
Date: 06/04/2012

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).
- (1) Disposed of pursuant to merger agreement between issuer, Affinity Insurance Services, Inc., Atlas Acquisition Corp. and Mark R. Kidd for \$3.28 per share merger consideration.

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(2) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.26 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(3) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.36 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(4) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.66 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(5) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.27 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

(6) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.43 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share dividend.

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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