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AMERICAN PHYSICIANS SERVICE GROUP INC

Form 8-K/A

July 25, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report:

Date of earliest event reported:  
July 8, 2002

American Physicians Service Group, Inc.  
(Exact name of registrant as specified in its charter)

Texas  
(State of  
Incorporation)

0-11453  
(Commission File Number)

75-1458323  
IRS Employer  
Identification No.

1301 Capital of Texas Highway  
Suite C-300  
Austin, Texas  
(Address of principal executive offices)

78746  
(Zip Code)

(512) 328-0888  
(Registrant's telephone number, including area code)

Item 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANTS

On July 8, 2002, we dismissed KPMG LLP as our independent public accountants and engaged BDO Seidman, LLP as our new independent public accountants. Our board of directors approved the decision to change accountants.

During 2000 and 2001 and through the subsequent interim period ended July 8, 2002, we had no disagreements with KPMG LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or

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procedure, which disagreements, if not resolved to the satisfaction of KPMG LLP, would have caused it to make reference to the subject matter of the disagreement in connection with its reports.

The audit report of KPMG LLP on our consolidated financial statements as of and for the years ended December 31, 2000 and 2001 did not contain any adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles.

During 2000 and 2001 and through the subsequent interim period ended July 8, 2002, we did not consult with BDO Seidman, LLP regarding the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements.

We provided KPMG LLP a copy of the foregoing disclosures. A letter from KPMG LLP dated July 25, 2002 is attached as EXHIBIT 16.1.

Exhibits.

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Exhibit Number -----	Description -----
16.1	Letter from KPMG LLP dated July 25, 2002

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

American Physicians Service Group, Inc.

Date: July 25, 2002

By: /s/ W.H. Hayes

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W.H. Hayes, Senior Vice President - Finance

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