

Hoehne Michael V.
Form 4
October 18, 2011

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 *
Hoehne Michael V.

2. Issuer Name **and** Ticker or Trading
Symbol
APAC CUSTOMER SERVICES,
INC [APAC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O APAC CUSTOMER
SERVICES, INC., 2333
WAUKEGAN ROAD, SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP, Chief Human Resources Off.

(Street)
BANNOCKBURN, IL 60015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Ar Underlying Se (Instr. 3 and 4)	8. Ar Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Underlying S (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 2.83	10/14/2011		D		40,500		11/07/2007 ⁽¹⁾	11/07/2016	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 1.49	10/14/2011		D		20,000		07/01/2009 ⁽¹⁾	07/01/2018	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 1.49	10/14/2011		D		24,000		11/10/2009 ⁽¹⁾	11/10/2018	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 5.23	10/14/2011		D		6,000		09/14/2011 ⁽¹⁾	09/14/2020	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hoehne Michael V. C/O APAC CUSTOMER SERVICES, INC. 2333 WAUKEGAN ROAD, SUITE 100 BANNOCKBURN, IL 60015			VP, Chief Human Resources Off.	

Signatures

Robert B. Nachwalter, Attorney-in- Fact/Michael V. Hoehne 10/18/2011

****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) At the effective time of the merger, one-half of the unvested Employee Options, vested and entitled the holder to receive at closing an amount in cash equal to the product of the total number of shares of common stock subject to such options multiplied by the amount, if any, by which \$8.55 exceeds the exercise price per share of such options, less any applicable withholding taxes.

(2) Per the Merger Agreement and Plan of Merger, 50% of the options vested and entitled the holder to receive an amount in cash equal to the product of the total number of shares of common stock subject to such option multiplied by the amount, if any, by which \$8.55 exceeds the exercise price per share of such option. The options that remained unvested immediately following the merger shall remain

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outstanding and will continue to vest in accordance with the terms set forth in the applicable governing plan and option agreements. Following the merger, at such time or times as an unvested options shall vest, the holder of such option shall receive an amount in cash equal to the product of the total number of shares of common stock underlying the portion of the option then becoming vested multiplied by the amount, if any, by which \$8.55 exceeds the exercise price per share of such option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.