

APAC CUSTOMER SERVICE INC

Form 4

November 13, 2009

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 *
MCDERMOTT MARK E

(Last) (First) (Middle)

C/O APAC CUSTOMER
SERVICES, INC., 2333
WAUKEGAN ROAD, SUITE 100

(Street)

BANNOCKBURN, IL 60015

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Chief Information Officer

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

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	(A) or (D)	Price		
Common Stock	11/11/2009		S		7,500	D	\$ 6.0715	9,662	D
Common Stock	11/11/2009		S		14,040	D	\$ 6.0715	9,662	D
Common Stock	11/11/2009		S		25,000	D	\$ 6.0715	9,662	D
Common Stock	11/11/2009		S		25,000	D	\$ 6.0715	9,662	D
	11/11/2009		S		3,460	D		9,662	D

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Common Stock \$ 6.0715

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 3.57	11/11/2009		D		7,500		08/02/2003 ⁽¹⁾	08/01/2012	Common Stock	7,500
Stock Options	\$ 2.805	11/11/2009		D		14,040		02/11/2004 ⁽¹⁾	02/10/2013	Common Stock	14,040
Stock Options	\$ 2.855	11/11/2009		D		25,000		03/08/2005 ⁽¹⁾	03/07/2014	Common Stock	25,000
Stock Options	\$ 2.955	11/11/2009		D		25,000		04/15/2005 ⁽¹⁾	04/14/2014	Common Stock	25,000
Stock Options	\$ 1.62	11/11/2009		D		3,460		02/08/2006 ⁽²⁾	02/08/2015	Common Stock	3,460

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDERMOTT MARK E
C/O APAC CUSTOMER SERVICES, INC.
2333 WAUKEGAN ROAD, SUITE 100
BANNOCKBURN, IL 60015

VP, Chief Information Officer

Signatures

Robert B. Nachwalter, Attorney-in-Fact/ Mark E.
McDermott

11/13/2009

__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) The options vested in four equal annual installments beginning on the first anniversary of the grant date, and expire 10 years from the grant date, unless earlier terminated pursuant to the terms of the Plan.
- (2) The options vest in five equal annual installment beginning on the first anniversary of the grant date and expire 10 years from the grant date, unless earlier terminated pursuant to the terms of the Plan.

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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