HAYES WILLIAM H Form 4 May 12, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

Expires:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A	Address of Reporting F ILLIAM H	Symbol AMER1	CAN PHYSICIANS CE GROUP INC [amph]	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (M	3. Date of (Month/E 05/11/2	•	DirectorX_ Officer (give title below)	le 10% Owner Other (specify below)		
	(Street)		ndment, Date Original nth/Day/Year)	Applicable Line) _X_ Form filed by One	_X_ Form filed by One Reporting Person Form filed by More than One Reporting		
(City)	(State)	Zip) Tabl	e I - Non-Derivative Securities	Acquired, Disposed of, o	r Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	` ′ .	(D) Securities For Beneficially (I Owned In	Ownership 7. Nature of Indirect D) or Beneficial Ownership (Instr. 4)		
Common Stock	05/11/2010		I 5,514 A \$ 23	27,883 D)		

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

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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. Transacti Code (Instr. 8)	5. 6. Date Exercisable and Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	(Instr. 3 and 4) Se		8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Options	\$ 0	05/11/2010		P	0	05/11/2010	05/11/2010	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
HAYES WILLIAM H					
			Secretary		

Signatures

/s/ William H.

Hayes 05/12/2010

**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).

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.

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