

HUGUELET DAVID
Form 4
June 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
HUGUELET DAVID

(Last) (First) (Middle)
900 36TH AENUE, SUITE 105
(Street)

NORMAN, OK 73072

(City) (State) (Zip)

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

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

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 below) ___ Other (specify below)

PRESIDENT RETAIL PLANS

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
							\$
Common Stock	05/31/2012		D		60,920	D	3.28
							<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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Options	\$ 1.1	05/31/2012		D	4,500	03/01/2008	03/01/2017	common stock	4,500
Common Stock Options	\$ 0.93	05/31/2012		D	100,000	08/02/2010	08/02/2020	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGUELET DAVID 900 36TH AVENUE SUITE 105 NORMAN, OK 73072			PRESIDENT RETAIL PLANS	

Signatures

/s/ David Huguelet 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.
- This option, which provided for vesting in three equal annual installments beginning on August 1, 2008, 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 special dividend.
- (2) This option, which provided for vesting in three annual installments beginning on August 2, 2010, 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 special dividend.
- (3) 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 special dividend.

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.