

APAC CUSTOMER SERVICE INC
 Form 4
 June 02, 2009

FORM 4

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

OMB APPROVAL

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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 *
 SCHWARTZ THEODORE G

(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)
 05/29/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/29/2009 | | S | | 49,600 <u>(1)</u> | D | \$ 5.57 <u>(2)</u> |
| | | | | | | | 18,617,452 |
| | | | | | | | I |
| | | | | | | | See footnote <u>(3)</u> |
| Common Stock | 06/01/2009 | | S | | 170,104 <u>(1)</u> | D | \$ 6.22 <u>(4)</u> |
| | | | | | | | 18,447,348 |
| | | | | | | | I |
| | | | | | | | See footnote <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHWARTZ THEODORE G C/O APAC CUSTOMER SERVICES, INC. 2333 WAUKEGAN ROAD, SUITE 100 BANNOCKBURN, IL 60015 | X | X | | |

Signatures

Andrew B. Szafran, Attorney-in-Fact /Theodore G. Schwartz 06/02/2009

__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) Shares sold pursuant to 10b5-1 plan adopted on May 11, 2009.
- (2) This transaction was executed in multiple trades at prices ranging from \$5.48 to \$5.69. The price reported above reflects the weighted average sales price.

The shares listed as beneficially owned by Mr. Schwartz include 8,759,452 held by a revocable trust which Mr. Schwartz controls (the "TGS Trust") and 9,858,000 shares held by CAPA Partners, L.P. ("CAPA L.P."). Mr. Schwartz disclaims beneficial ownership of the shares held by CAPA L.P. except to the extent of his pecuniary interest therein.
- (3) This transaction was executed in multiple trades at prices ranging from \$5.79 to \$6.40. The price reported above reflects the weighted average sales price.

The shares listed as beneficially owned by Mr. Schwartz include 8,589,348 held by a revocable trust which Mr. Schwartz controls (the "TGS Trust") and 9,858,000 shares held by CAPA Partners, L.P. ("CAPA L.P."). Mr. Schwartz disclaims beneficial ownership of the shares held by CAPA L.P. except to the extent of his pecuniary interest therein.
- (4) This transaction was executed in multiple trades at prices ranging from \$5.79 to \$6.40. The price reported above reflects the weighted average sales price.

The shares listed as beneficially owned by Mr. Schwartz include 8,589,348 held by a revocable trust which Mr. Schwartz controls (the "TGS Trust") and 9,858,000 shares held by CAPA Partners, L.P. ("CAPA L.P."). Mr. Schwartz disclaims beneficial ownership of the shares held by CAPA L.P. except to the extent of his pecuniary interest therein.

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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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