

APAC CUSTOMER SERVICE INC
 Form 4
 May 16, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Szafran Andrew B.

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/14/2008

____ Director
 Officer (give title below) SVP & Chief Financial Officer
 ____ 10% Owner
 ____ Other (specify below)

APAC CUSTOMER SERVICES, INC., 6 PARKWAY NORTH

(Street)

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

DEERFIELD, IL 60015

(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) | | | 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 or Price | | | |
| Common Stock | 05/15/2008 | | P | | | 1,900 A \$ 1.1499 | 1,900 | D | |
| Common Stock | 05/15/2008 | | P | | | 5,000 A \$ 1.15 | 6,900 | D | |
| Common Stock | 05/15/2008 | | P | | | 5,300 A \$ 1.1599 | 12,200 | D | |
| Common Stock | 05/15/2008 | | P | | | 3,200 A \$ 1.16 | 15,400 | D | |
| Common Stock | 05/15/2008 | | P | | | 10,169 A \$ 1.165 | 25,569 | D | |

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|--------------|------------|---|--------|---|-----------|--------|---|
| Common Stock | 05/15/2008 | P | 3,200 | A | \$ 1.1699 | 28,769 | D |
| Common Stock | 05/15/2008 | P | 29,231 | A | \$ 1.17 | 58,000 | D |
| Common Stock | 05/15/2008 | P | 8,034 | A | \$ 1.1799 | 66,034 | D |
| Common Stock | 05/15/2008 | P | 14,100 | A | \$ 1.18 | 80,134 | D |

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 displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option | \$ 1.1 | 05/14/2008 | | A | 450,000 | 05/14/2009 ⁽¹⁾ | 05/14/2018 | Common Stock | 450,000 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Szafran Andrew B. APAC CUSTOMER SERVICES, INC. 6 PARKWAY NORTH DEERFIELD, IL 60015 | | | SVP & Chief Financial Officer | |

Signatures

/s/ Pamela R. Schneider - Attorney-In-Fact/Andrew B. Szafran

05/16/2008

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) Stock option grant pursuant to the APAC Customer Services, Inc. Amended and Restated 2005 Incentive Stock Plan. Subject to a change in control of the Issuer, the options vest in five 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. The options include the right of the Reporting Person to surrender shares to the Issuer in order to pay the exercise price of an option.

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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