

APAC CUSTOMER SERVICE INC

Form 4

May 18, 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 *
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)
05/14/2009

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/14/2009		S		127,800 <u>(1)</u>	D \$ 5.25 <u>(2)</u>	19,558,560	I	See footnote <u>(3)</u>
Common Stock	05/15/2009		S		221,600 <u>(1)</u>	D \$ 5.59 <u>(4)</u>	19,336,060	I	See footnote <u>(5)</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)

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 Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V	(A)	(D)		Amount or Number of Shares

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 05/18/2009

**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 \$5.00 to \$5.50. The price reported above reflects the weighted average purchase price.

(3) The shares listed as beneficially owned by Mr. Schwartz includes 9,698,842 held by a revocable trust which Mr. Schwartz controls (the "TGS Trust"), 1,718 shares held by Mr. Schwartz's spouse as to which Mr. Schwartz disclaims beneficial ownership and 9,858,000 shares held by CAPA Partners, L.P. ("CAPA L.P."). Mr. Schwartz disclaims beneficial ownership of the 9,858,000 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 \$5.34 to \$5.84. The price reported above reflects the weighted average price.

(5) The shares listed as beneficially owned by Mr. Schwartz includes 9,477,242 held by a revocable trust which Mr. Schwartz controls (the "TGS Trust"), 818 shares held by Mr. Schwartz's spouse as to which Mr. Schwartz disclaims beneficial ownership and 9,858,000 shares

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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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