

APAC CUSTOMER SERVICE INC
 Form 4
 November 13, 2009

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 *
 MCDERMOTT MARK E

(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)
 11/11/2009

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)
 VP, Chief Information Officer

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 | 11/11/2009 | | S | 7,500 D \$ 6.0715 | 9,662 | D | |
| Common Stock | 11/11/2009 | | S | 14,040 D \$ 6.0715 | 9,662 | D | |
| Common Stock | 11/11/2009 | | S | 25,000 D \$ 6.0715 | 9,662 | D | |
| Common Stock | 11/11/2009 | | S | 25,000 D \$ 6.0715 | 9,662 | D | |
| | 11/11/2009 | | S | 3,460 D | 9,662 | D | |

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Common Stock \$ 6.0715

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)

| 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 or Number of Shares |
| Stock Options | \$ 3.57 | 11/11/2009 | | D | | 7,500 | | 08/02/2003 ⁽¹⁾ | 08/01/2012 | Common Stock | 7,500 |
| Stock Options | \$ 2.805 | 11/11/2009 | | D | | 14,040 | | 02/11/2004 ⁽¹⁾ | 02/10/2013 | Common Stock | 14,040 |
| Stock Options | \$ 2.855 | 11/11/2009 | | D | | 25,000 | | 03/08/2005 ⁽¹⁾ | 03/07/2014 | Common Stock | 25,000 |
| Stock Options | \$ 2.955 | 11/11/2009 | | D | | 25,000 | | 04/15/2005 ⁽¹⁾ | 04/14/2014 | Common Stock | 25,000 |
| Stock Options | \$ 1.62 | 11/11/2009 | | D | | 3,460 | | 02/08/2006 ⁽²⁾ | 02/08/2015 | Common Stock | 3,460 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDERMOTT MARK E
C/O APAC CUSTOMER SERVICES, INC.
2333 WAUKEGAN ROAD, SUITE 100
BANNOCKBURN, IL 60015

VP, Chief Information Officer

Signatures

Robert B. Nachwalter, Attorney-in-Fact/ Mark E.
McDermott

11/13/2009

__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) The options vested in four 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.
 - (2) The options vest in five equal annual installment 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.

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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