

APAC CUSTOMER SERVICE INC

Form 4/A

May 18, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
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)
05/13/20094. If Amendment, Date Original
Filed(Month/Day/Year)
05/15/20095. 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	05/13/2009		S		31,358 (1)	\$ 5.5262 (2)	19,686,760
							I
							See footnote (3)

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

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information contained in this form are not
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(9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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 \$5.50 to \$5.64. The price reported above reflects the weighted average purchase price.

(3) The shares listed as beneficially owned by Mr. Schwartz includes 9,826,642 held by a revocable trust which Mr. Schwartz controls (the "TGS Trust"), 2,118 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.

Remarks:

This amended and restated Form 4 is being filed solely to correct an inadvertent error in Footnote No. 3 which overstated the r

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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