

HAYES WILLIAM H

Form 4

December 02, 2010

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HAYES WILLIAM H

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN PHYSICIANS  
SERVICE GROUP INC [AMPH]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1301 S. CAPITAL OF TEXAS  
HIGHWAY, C-300  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2010

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Secretary

AUSTIN, TX 78746

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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) (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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common Stock <sup>(1)</sup>	11/30/2010		D		30,696	D	32.5 <sup>(1)</sup>
Common Stock <sup>(1)</sup>	11/30/2010		D		362	D	32.5 <sup>(1)</sup>
Deferred Stock <sup>(2)</sup>	11/30/2010		D		3,182	D	32.5 <sup>(2)</sup>

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Common Stock Options	\$ 17.36	11/30/2010		D	10,000	<u>(3)</u> 03/23/2012	Common Stock	10,000
Common Stock Options	\$ 19.43	11/30/2010		D	5,000	<u>(4)</u> 12/06/2012	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES WILLIAM H 1301 S. CAPITAL OF TEXAS HIGHWAY C-300 AUSTIN, TX 78746			Secretary	

## Signatures

/s/ William H.  
Hayes 11/30/2010

\_\_\_\_\_  
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) Disposed and cancelled 31,058 shares of Common Stock (defined below), including 362 shares held by the Issuer's 401(k) Plan, in connection with the merger (the "Merger") contemplated by that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 31, 2010, by and among ProAssurance Corporation, CA Bridge Corporation, and American Physicians Service Group, Inc. (the "Issuer"). Pursuant to such Merger Agreement, each share of common stock of the Issuer, par value \$0.10 per share (the "Common Stock") is converted into the right to receive \$32.50 in cash and cancelled.

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- (2) Disposed and cancelled 3,182 shares of the Issuer's common stock issued under the Issuer's Deferred Compensation Master Plan ("Deferred Stock"). Such Deferred Stock vested immediately prior to the effective time of the Merger pursuant to the Merger Agreement.
- This option, which was fully vested, was cancelled in the Merger in exchange for a cash payment of \$151,400, representing the difference between the exercise price of the option and the market value of the underlying Common Stock on the effective date of the Merger (\$32.50).

- (3) This option, which vested over a three-year period from the date of grant, fully-vested immediately prior to the effective time of the Merger and was cancelled in the Merger in exchange for a cash payment of \$65,350, representing the difference between the exercise price of the option and the market value of the underlying Common Stock on the effective date of the Merger (\$32.50).

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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