

GERDES LARRY G
Form 4
June 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
GERDES LARRY G

2. Issuer Name and Ticker or Trading Symbol
Access Plans Inc [APNC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 36TH AVENUE, SUITE 105

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

NORMAN, OK 73072

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

(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		
Common Stock	05/31/2012		D		75,000	D	
					\$ 3.28	0	
					(1)		
Common Stock	05/31/2012		D		176,165	D	General Partner (2)
					\$ 3.28	0	
					(1)		

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

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SEC 1474 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 0.68	05/31/2012		D		60,000		09/08/2004	09/08/2014	common stock	60,000
Common Stock Options	\$ 0.74	05/31/2012		D		20,000		09/08/2004	09/08/2014	common stock	20,000
Common Stock Options	\$ 1	05/31/2012		D		5,000		05/13/2008	05/13/2008	common stock	5,000
Common Stock Options	\$ 1.09	05/31/2012		D		5,000		02/09/2010	02/09/2020	common stock	5,000
Common Stock Options	\$ 0.93	05/31/2012		D		5,000		08/02/2010	08/02/2020	common stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERDES LARRY G 900 36TH AVENUE SUITE 105 NORMAN, OK 73072		X		

Signatures

/s/ Larry Gerdes 06/04/2012
 **Signature of Date
 Reporting Person

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 of pursuant to merger agreement between issuer, Affinity Insurance Services, Inc., Atlas Acquisition Corp. and Mark R. Kidd for \$3.28 per share merger consideration.
- (2) Mr. Gerdes is a general partner of Gerdes Family Partnership and Gerdes Huff Investments.
This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.68 per share
- (3) underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share special dividend.
This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.62 per share
- (4) underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share special dividend.
This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.36 per share
- (5) underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share special dividend.
This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.27 per share
- (6) underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share special dividend.
This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.43 per share
- (7) underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share, plus a \$0.08 per share special dividend.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.