

LaFrey Timothy L
Form 4
December 02, 2010

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 *
LaFrey Timothy L

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
 Officer (give title below) Other (specify below)
President/COO

AUSTIN, TX 78746

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 | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 11/30/2010 | | D | | 5,000 | D | | \$ 32.50 ⁽¹⁾ | 0 | D | |
| Common Stock ⁽¹⁾ | 11/30/2010 | | D | | 738 | D | | \$ 32.50 ⁽¹⁾ | 0 | I | By 401(k) Plan |
| Deferred Stock ⁽²⁾ | 11/30/2010 | | D | | 17,723 | D | | \$ 32.50 ⁽²⁾ | 0 | D | |

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Options | \$ 17.36 | 11/30/2010 | | D | 50,000 | <u>(3)</u> | 03/23/2012 | Common Stock | 50,000 |
| Common Stock Options | \$ 17 | 11/30/2010 | | D | 50,000 | <u>(4)</u> | 06/19/2012 | Common Stock | 50,000 |
| Common Stock Options | \$ 19.43 | 11/30/2010 | | D | 5,000 | <u>(5)</u> | 12/06/2012 | Common Stock | 5,000 |
| Common Stock Options | \$ 20.5 | 11/30/2010 | | D | 25,000 | <u>(6)</u> | 09/08/2013 | Common Stock | 25,000 |
| Common Stock Options | \$ 22.79 | 11/30/2010 | | D | 25,000 | <u>(7)</u> | 10/01/2014 | Common Stock | 25,000 |
| Common Stock Options | \$ 24.15 | 11/30/2010 | | D | 25,000 | <u>(8)</u> | 06/03/2015 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| LaFrey Timothy L 1301 S. CAPITAL OF TEXAS HIGHWAY C-300 AUSTIN, TX 78746 | X | | President/COO | |

Signatures

/s/ Timothy L.
LaFrey

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 5,738 shares of Common Stock (defined below), including 738 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") was converted into the right to receive \$32.50 in cash and cancelled.

(2) Disposed and cancelled 17,723 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 the effective time of the Merger pursuant to the Merger Agreement.

(3) This option, which vested over a two-year period from the date of grant, was cancelled in the Merger in exchange for a cash payment of \$757,000, 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).

(4) This option, which vested over a two-year period from the date of grant, was cancelled in the Merger in exchange for a cash payment of \$775,000, 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).

(5) This option, which vested over a two-year period from the date of grant, 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).

(6) This option, which vested over a two-year period from the date of grant, was cancelled in the Merger in exchange for a cash payment of \$300,000, 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).

(7) This option, which provided for vesting over a two-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 \$242,750, 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).

(8) This option, which provided for vesting over a two-year period from the date of grant, vested immediately prior to the effective time of the Merger and was cancelled in the Merger in exchange for a cash payment of \$208,750, 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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