

Blacklock Jessica
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 *
Blacklock Jessica

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)
VP General Counsel

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 | | 265 | D | 32.5 <u>(1)</u> |
| | | | | | 0 | | |
| | | | | | | I | By 401(k) Plan |

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)

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| 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 | \$ 22.79 | 11/30/2010 | | D | 5,000 | <u>(2)</u> 10/01/2014 | Common Stock | 5,000 \$ |
| Common Stock Options | \$ 24.15 | 11/30/2010 | | D | 5,000 | <u>(3)</u> 06/03/2015 | Common Stock | 5,000 \$ |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Blacklock Jessica
1301 S. CAPITAL OF TEXAS HIGHWAY
C-300
AUSTIN, TX 78746

VP General Counsel

Signatures

/s/ Jessica
Blacklock

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 265 shares of Common Stock (defined below) 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) This option, which provided for vesting over a three-year period from the grant date, vested immediately prior to the effective time of the Merger and was cancelled in the Merger in exchange for a cash payment of \$48,550, 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 provided for vesting, which provided for vesting over a three-year period from the grant date, vested immediately prior to the effective time of the Merger and was cancelled in the Merger in exchange for a cash payment of \$41,750, 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

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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. 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.