

Kidd Mark R
Form 4
June 04, 2012

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 *
Kidd Mark R

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

NORMAN, OK 73072

(City) (State) (Zip)

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

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

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

5. 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/31/2012		D		15,000	D	\$ 3.28
							0
							<u>(1)</u>

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Options	\$ 1	05/31/2012		D		10,000	05/13/2008 05/13/2018	common stock	10,000
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
Kidd Mark R 900 36TH AVENUE SUITE 105 NORMAN, OK 73072		X		

Signatures

/s/ Mark Kidd 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.
 This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.36 per share 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.
 - (2) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.27 per share 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.
 - (3) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.43 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share.
 - (4) This option, which provided for immediate vesting, was canceled in the merger in exchange for a cash payment of \$2.43 per share underlying the option, representing the difference between the exercise price of the option and the merger consideration of \$3.28 per share.

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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.

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