

GERDES LARRY G  
Form 4  
June 04, 2012

**FORM 4**

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

OMB APPROVAL

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

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 \*  
**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**

(City) (State) (Zip)

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

**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  |                                   |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |                                   |
| Common Stock                    | 05/31/2012                           |  | D                              |   | 176,165   | D  | General Partner <sup>(2)</sup>    |
|                                 |                                      |  |                                |   | \$ 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)

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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<br>900 36TH AVENUE<br>SUITE 105<br>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.