

AMERICAN PHYSICIANS SERVICE GROUP INC  
Form 10-Q/A  
August 08, 2008

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

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**FORM 10-Q/A**  
**(Amendment No. 1)**

þ Quarterly Report Pursuant to Sections 13 or 15(d) of the  
Securities Exchange Act of 1934

For the period ended

March 31, 2008

or

¨ Transition Report Pursuant to Sections 13 or 15(d) of

the Securities and Exchange Act of 1934

For the transition period from

\_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-31434

**AMERICAN PHYSICIANS SERVICE GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**75-1458323**  
(I.R.S. employer  
Identification No.)

**1301 S. Capital of Texas Highway, Suite C-300, Austin, Texas 78746**

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(Address of principal executive offices)(Zip Code)

**(512) 328-0888**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**Number of Shares Outstanding At**

<b><u>Title of Each Class</u></b>	<b><u>May 2, 2008</u></b>
Common Stock, \$.10 par value	7,147,943

**Explanatory Note**

This Amendment No 1 on Form 10-Q/A hereby amends the registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2008, which the registrant filed with the Securities and Exchange Commission on May 6, 2008. This amendment is being filed in order to correct Exhibits 31.1 and 31.2 to the Form 10-Q which inadvertently omitted certain required language when the Company moved from a non-accelerated to an accelerated filing status for the fiscal year ended December 31, 2007. Other than the addition of such language to these two Exhibits, no other portion of the Form 10-Q for the period ended March 31, 2008 is amended hereby. No modification or update is otherwise being made to any other disclosure or exhibits to such Form 10-Q. Accordingly, this Amendment should be read in conjunction with such Form 10-Q and the registrant's filings made with the Securities and Commission subsequent to the date of such Form 10-Q.

**ITEM 6. EXHIBITS**

31.1

Section 302 Certification of Chief Executive Officer, as amended. \*

31.2

Section 302 Certification of Chief Financial Officer, as amended. \*

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Filed herewith.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**American Physicians Service Group,  
Inc.**

Date: August 8, 2008

/s/ Marc J. Zimmermann  
Marc J. Zimmermann, Chief Financial  
Officer