

AMERICAN PHYSICIANS SERVICE GROUP INC  
Form DEFA14A  
April 29, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**

**of the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

..

Preliminary Proxy Statement

..

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

..

Definitive Proxy Statement

Definitive Additional Materials

..

Soliciting Material Pursuant to §240.14a-12

**American Physicians Service Group, Inc.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x

No fee required.

..

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1)

Title of each class of securities to which transaction applies:

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(2)

Aggregate number of securities to which transaction applies:

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(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4)

Proposed maximum aggregate value of transaction:

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(5)

Total fee paid:

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..

Fee paid previously with preliminary materials.

..

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(1)

Amount Previously Paid:

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(2)

Form, Schedule or Registration Statement No.:

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(3)

Filing Party:

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(4)

Date Filed:

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**AMERICAN PHYSICIANS SERVICE GROUP, INC.**

**\*\* IMPORTANT NOTICE \*\***

**Regarding the Availability of Proxy Material**

You are receiving this communication because you hold shares in the above company, and the material you should review before you cast your vote is now available.

**This communication presents only an overview of the more complete proxy material that is available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy material before voting.**

Shareholder Meeting to be held on 06/12/08

**Proxy Material Available**

Notice and Proxy Statement

Annual Report on Form 10-K

**PROXY MATERIAL - VIEW OR RECEIVE**

**You can choose to view the material online or if you want to receive a paper or e-mail copy you must request one. There is NO charge to you for requesting a copy.**

**To facilitate timely delivery please make the request as instructed below on or before 5/29/08.**

**HOW TO VIEW MATERIAL VIA THE INTERNET**

Have the 12 Digit Control Number(s) available and visit:

[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIAL**

1) BY INTERNET

- [www.proxyvote.com](http://www.proxyvote.com)

2) BY TELEPHONE - 1-800-579-1639

3) BY E-MAIL\*

- [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\*If requesting material by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the

*1301 S. CAPITAL OF TEXAS  
HWY. SUITE C-300  
AUSTIN, TX 78746*

following page) in the subject line.

*See the Reverse Side for Meeting Information and Instructions on How to Vote*

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**Meeting Information**

Meeting Type: Annual  
Meeting Date: 06/12/08  
Meeting Time: 8:30 A.M. CDT  
For holders as of: 04/18/08

**How To Vote**

**Meeting Location:**

American Physicians Service Group,  
Inc. Corporate Headquarters  
1301 S. Capital of Texas  
Hwy. Suite C-300  
Austin, TX 78746

**Meeting Directions:**

For Meeting Directions Please Call:  
800.252.3628

**Vote In Person**

Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting material for any special requirements for meeting attendance. At the Meeting you will need to request a ballot to vote these shares.

**Vote By Internet**

To vote *now* by Internet, go to  
**WWW.PROXYVOTE.COM.**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

**Voting items**

**The Board of Directors recommends that you vote FOR the following proposals:**

1.

Election of Directors:

**Nominees:**

01) Norris C. Knight, Jr., M. D.

05) William J. Peche, M.D.

02) Timothy L. LaFrey

06) William A. Searles

03) Lew N. Little, Jr.

07) Kenneth S. Shifrin

04) Jackie Majors

08) Cheryl Williams

2.

To approve an amendment to the 2005 Incentive and Non-qualified Stock Option Plan.

3.

To approve an amendment to the American Physicians Service Group, Inc. Affiliated Group Deferred Compensation Master Plan.



4.

To transact such other business as may properly come before the meeting or any adjournment(s) thereof.