

ALLIANCE IMAGING INC /DE/

Form 4

January 04, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HELFET ANTHONY B

2. Issuer Name **and** Ticker or Trading
Symbol
**ALLIANCE IMAGING INC /DE/
[AIQ]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**1900 S. STATE COLLEGE
BLVD., SUITE 600**

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
ANAHEIM, CA 92806

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 9.62	12/31/2007	A		649,688		<u>(1)</u>	<u>(1)</u>	Common Stock	649,688
Restricted Stock Units	<u>(3)</u>	12/31/2007	A		8,421		<u>(4)</u>	<u>(4)</u>	Common Stock	8,421

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HELFET ANTHONY B 1900 S. STATE COLLEGE BLVD. SUITE 600 ANAHEIM, CA 92806	X

Signatures

Eli H. Glovinsky 01/02/2008

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) The phantom shares are to be settled in common stock upon the reporting person's separation from the Issuer's Board of Directors on a one for one basis for the shares of common stock.
- (2) The phantom stock units were accrued under the Issuer's Directors' Deferred Compensation Plan during the fourth quarter of 2007 at \$9.62 per phantom share.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (4) The restricted stock units vest on the first anniversary of the date of grant, subject to stockholder approval of various amendments to the Issuer's 1999 Equity Plan under which the restricted stock units were granted and subject further to the Reporting Person's continued service with the Issuer through such anniversary date. Underlying shares will be delivered to the Reporting Person as soon as practicable following vesting.

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.