#### APRIA HEALTHCARE GROUP INC

Form 4

March 09, 2007

## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

APRIA HEALTHCARE GROUP

3. Date of Earliest Transaction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \*

KARKENNY CHRIS A.

(First)

(Middle)

C/O APRIA HEALTHCARE, 26220 03/07/2007

(Zip)

**ENTERPRISE COURT** 

(Street)

(State)

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

INC [AHG]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

Director 10% Owner

X\_ Officer (give title Other (specify below)

EVP and CFO

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAKE FOREST, CA 92630

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount Underlying Securiti

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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	Amou or Numb of Sha

Α

# **Reporting Owners**

\$ 0.001

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

03/07/2007

KARKENNY CHRIS A. C/O APRIA HEALTHCARE 26220 ENTERPRISE COURT LAKE FOREST, CA 92630

EVP and CFO

## **Signatures**

Restricted

Stock

Units (1)

Christopher A. Karkenny by Raoul Smyth, Attorney-In-Fact

03/09/2007

38,530

(2)

38.5

Common

Stock

02/16/2010(2) 02/16/2010

\*\*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).
- The restricted stock units were granted under the issuer's 2003 Performance Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.
- This grant will vest as to 12,843 shares and be paid on February 16, 2010 subject only to the reporting person's continued employment with issuer through that date. If certain pre-determined measures are achieved for the one-year period ending on December 31, 2007, up to an additional 12,843 shares will vest and be issued to the reporting person in February of 2008 following determination that the applicable performance goals have been met, and up to an additional 12,844 shares will vest and be issued on February 16, 2009.

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.

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