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APRIA HEALTHCARE GROUP INC

Form 3

September 06, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement APRIA HEALTHCARE GROUP INC [AHG] Monast William J (Month/Day/Year) 09/04/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 26220 ENTERPRISE COURT (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer _ Other Person (give title below) (specify below) LAKE Form filed by More than One EVP, Sales FOREST, Â CAÂ 92630-8405 Reporting Person (State) (City) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 533 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security	2. Date Exercisable Expiration Date	e and	3. Title and A Securities Ur		4. Conversion	5. Ownership	6. Nature of Indirect Beneficial
(Instr. 4)	24 1 5 77 1		Derivative Security		or Exercise	Form of	Ownership
			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Data Evaraigable	Expiration Date	Title	Amount or Number of	Derivative	Security:	
					Security	Direct (D)	
	•					or Indirect	

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				Shares		(I) (Instr. 5)	
Employee Stock Options (Right to Buy)	02/16/2005(2)	02/15/2014	Common Stock	20,000	\$ 30.4	D	Â
Employee Stock Options (Right to Buy)	11/30/2005(3)	12/30/2014	Common Stock	15,000	\$ 33.4	D	Â
Employee Stock Options (Right to Buy)	03/07/2007(4)	03/06/2016	Common Stock	15,000	\$ 22.75	D	Â
Employee Stock Options (Right to Buy)	02/16/2008(5)	02/15/2017	Common Stock	10,000	\$ 32.12	D	Â
Restricted Stock Units (6)	06/30/2008(7)	11/30/2016	Common Stock	1,200	\$ 0.001	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
· F	Director	10% Owner	Officer	Other	
Monast William J 26220 ENTERPRISE COURT LAKE FOREST, CA 92630-8405	Â	Â	EVP, Sales	Â	

Signatures

William E. Monast by Raoul Smyth, Attorney-In-Fact

09/06/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These options were granted under the Issuer's 2003 Performance Incentive Plan. Each option, when vested, represents the right to purchase one share of the Issuer's Common Stock at the exercise price.
- (2) These options became vested and exercisable as to 6,666 shares on February 16, 2005. All remaining options in this grant became vested on November 30, 2005.
- (3) All options in this grant became vested on November 30, 2005.
- An initial 5,000 share increment of these options became vested on March 7, 2007. The balance of the options in this grant are scheduled for vesting in 2 equal 5,000 share increments on March 7, 2008 and March 7, 2009.
- (5) These options are scheduled for vesting in 2 equal 3,333 share increments on February 16, 2008 and February 16, 2009 and one final 3,334 share increment on February 16, 2010.
- (6) Restricted stock units granted pursuant to Issuer's 2003 Performance Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(7)

Reporting Owners 2

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This grant will vest and become payable in July 2008 as soon as the Issuer's second fiscal quarter results are available, subject to the achievement of certain pre-determined performance criteria for the six-month period ending on June 30, 2008.

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.