APRIA HEALTHCARE GROUP INC

Form 4

November 21, 2007

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KARKENNY CHRIS A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

APRIA HEALTHCARE GROUP

INC [AHG]

(Month/Day/Year)

11/19/2007

Director 10% Owner Other (specify X_ Officer (give title

below) Executive V. President & CFO

C/O APRIA HEALTHCARE **GROUP INC., 26220 ENTERPRISE** COURT

(Street)

(First)

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

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LAKE FOREST, CA 92630

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Ownership Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 10,000 11/19/2007 $M^{(1)}$ A 10,000 D (1) 0.001 Stock Common 3,575 $F^{(2)}$ 11/19/2007 D 6,425 D (2) Stock 0.001

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units (3)	\$ 0.01	11/19/2007		A <u>(1)</u>	10,000	11/19/2007(1)	11/12/2012	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive V. President & CFO

Signatures

\s\: Chris A. Karkenny by Raoul Smyth, Attorney-In-Fact

11/21/2007

**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) Settlement and distribution of common stock from vested restricted stock units upon execution of Restricted Stock Unit Agreement granted under the issuer's 2003 Performance Incentive Plan.
- (2) Election by employee to allow withholding by the issuer of 3,575 shares to satisfy withholding tax obligation for the issuance of 10,000 shares of common stock pursuant to Restricted Stock Unit Agreement awarded by the issuer on November 13, 2006.
- The restricted stock units were granted under the issuer's 2003 Performance Incentive Plan. This grant vests in three equal 10,000 share increments. The first increment vested as of November 13, 2007, following the Reporting Person's execution of the Restricted Stock Unit Award Agreement, and the remaining increments will vest on November 13, 2008 and November 13, 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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