

APRIA HEALTHCARE GROUP INC
 Form 4
 October 30, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GREENLEAF DANIEL E

2. Issuer Name and Ticker or Trading Symbol
 APRIA HEALTHCARE GROUP INC [AHG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1675 BROADWAY, SUITE 900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Coram Infusion Div.

DENVER, CO 80202

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Units	\$ 0	10/28/2008	J ⁽¹⁾	40,000					<u>(1)</u>	04/07/2011	Common Stock	40,000
Stock Appreciation Rights	\$ 18.73	10/28/2008	J ⁽²⁾	300,000					<u>(2)</u>	04/06/2018	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENLEAF DANIEL E 1675 BROADWAY SUITE 900 DENVER, CO 80202			President, Coram Infusion Div.	

Signatures

/s/ Daniel E. Greenleaf by Raoul Smyth, 10/28/2008
 Attorney-In-Fact

__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) These restricted stock units, of which 13,333 were scheduled to vest on each of April 7, 2009 and April 7, 2010, and 13,334 of which were scheduled to vest on April 7, 2011, were canceled pursuant to the terms of the Agreement and Plan of Merger, dated as of June 18, 2008 (the "Merger Agreement"), by and among the Issuer, Sky Acquisition LLC and Sky Merger Sub Corporation and the plan under which they were issued in exchange for a cash payment of \$21.00 per share.
- (2) These stock appreciation rights ("SARs") were canceled pursuant to the terms of the Merger Agreement and the plan under which they were issued in exchange for a cash payment of \$21.00 per share, less the \$18.73 base price of each SAR.

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.