

APRIA HEALTHCARE GROUP INC
 Form 4
 March 09, 2007

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 *
HIGBY LAWRENCE M

(Last) (First) (Middle)

C/O APRIA HEALTHCARE GROUP INC, 26220 ENTERPRISE COURT

(Street)

LAKE FOREST, CA 92630

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/07/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|---|
| | | | | Code | V | Amount | | | |
| Common Stock | 03/07/2007 | | M ⁽¹⁾ | | | 60,000 | A \$ 21.4 | 214,774 ⁽²⁾ | D |
| Common Stock | 03/07/2007 | | S | | | 60,000 | D \$ 30,4152 | 154,774 ⁽²⁾ | D |
| Common Stock | 03/07/2007 | | M ⁽⁴⁾ | | | 25,000 | A \$ 21.4 | 179,774 ⁽²⁾ | D |
| Common Stock | 03/07/2007 | | S | | | 25,000 | D \$ 30,4152 | 154,774 ⁽²⁾ | D |

(3)

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

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(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 (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. Transaction Code (Instr. 8) | 5. Number of Derivative 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 21.4 | 03/07/2007 | | M ⁽¹⁾ | 60,000 | 02/18/2004 ⁽⁵⁾ 02/17/2013 | Common Stock 60,000 |
| Employee Stock Option (Right to Buy) | \$ 21.4 | 03/07/2007 | | M ⁽⁴⁾ | 25,000 | 02/18/2004 ⁽⁵⁾ 02/17/2013 | Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HIGBY LAWRENCE M C/O APRIA HEALTHCARE GROUP INC 26220 ENTERPRISE COURT LAKE FOREST, CA 92630 | X | | Chief Executive Officer | |

Signatures

Lawrence M. Higby by Raoul Smyth, Attorney in Fact

03/09/2007

__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) Exercise of remaining employee stock options from grant under the Issuer's 1997 Stock Incentive Plan.

(2) Includes 80,000 shares of unvested restricted stock.

Average sale price for all sales of common stock made by the Reporting Person on March 7, 2007. Actual amounts of stock sold and the prices received therefore were as follows: 800 shares at \$30.54, 500 shares at \$30.53, 800 shares at \$30.51, 2,300 shares at \$30.50, 7,300

(3) shares at \$30.49, 1,800 shares at \$30.48, 2,700 shares at \$30.47, 6,200 shares at \$30.46, 7,800 shares at \$30.45, 6,200 shares at \$30.44, 8,900 shares at \$30.43, 5,800 shares at \$30.42, 2,600 shares at \$30.41, 2,400 shares at \$30.40, 1,500 shares at \$30.39, 4,200 shares at \$30.38, 3,800 shares at \$30.37, 4,200 shares at \$30.36, 1,700 shares at \$30.35, 2,100 shares at \$30.34, 1,700 shares at \$30.33, 1,800 shares at \$30.32, 3,500 shares at \$30.31, 4,400 shares at \$30.30.

(4) Exercise of employee stock options granted under the Issuer's 1998 Nonqualified Stock Incentive Plan.

(5) This award vested in three annual increments, with the last increment vesting on February 18, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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