

Edgar Filing: APRIA HEALTHCARE GROUP INC - Form SC 13G/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware - U.S.A.

	5	SOLE VOTING POWER
		6,977,777
NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		0
	7	SOLE DISPOSITIVE POWER
		7,807,208

	8	SHARED DISPOSITIVE POWER
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,807,208

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

17.83%

12 TYPE OF REPORTING PERSON*

IA

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Item 1(a) Name of Issuer:
Apria Healthcare Group Inc

Item 1(b) Address of Issuer's Principal Executive Offices:
26220 Enterprise Court
Lake Forest, CA 92630
UNITED STATES

Item 2(a) Name of Person Filing:
Tradewinds Global Investors, LLC

Item 2(b) Address of the Principal Office or, if none, Residence:
2049 Century Park East, 20th Floor
Los Angeles, CA 90067

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- Item 2(c) Citizenship:
Delaware - U.S.A.
- Item 2(d) Title of Class of Securities:
Common
- Item 2(e) CUSIP Number:
037933108
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
- (e) An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E)
- Item 4 Ownership:
- (a) Amount Beneficially Owned:
7,807,208
- (b) Percent of Class:
17.83%
- (c) Number of shares as to which such person has:
- (i) sole power to vote or direct the vote: 6,977,777
- (ii) shared power to vote or direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 7,807,208
- (iv) shared power to dispose or to direct the disposition of:
0
- Item 5 Ownership of Five Percent or Less of a Class:
Not applicable.

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- Item 6 Ownership of More than Five Percent on Behalf of Another Person:
- Securities reported on this Schedule 13G are beneficially owned by clients which may include investment companies registered under the Investment Company Act and/or employee benefit plans, pension funds, endowment funds or other institutional clients.
- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not applicable.
- Item 8 Identification and Classification of Members of the Group: Not applicable.

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Item 9 Notice of Dissolution of a Group:
Not applicable.

Item 10 Certification:
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 30, 2008

Tradewinds Global Investors, LLC

By: /S/ David B. Iben

Name: David B. Iben, CFA

Title: Chief Investment Officer

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