

APRIA HEALTHCARE GROUP INC
 Form 4
 October 30, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
MASTROVICH LAWRENCE A

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

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

(Street)

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

LAKE FOREST, CA 92630

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/28/2008 | | J ⁽¹⁾ | 50,433 D (1) 0 | | D | |
| Common Stock | 10/28/2008 | | J ⁽²⁾ | 40,000 D (2) 0 | | D | |

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

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SEC 1474 (9-02)

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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. 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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 10/28/2008 | | J ⁽³⁾ | 11,667 | <u>(3)</u> | 12/31/2008 | Common Stock | 11,667 |
| Restricted Stock Units | \$ 0.001 | 10/28/2008 | | J ⁽⁴⁾ | 39,953 | <u>(4)</u> | 02/16/2010 | Common Stock | 39,953 |
| Restricted Stock Units | \$ 0.001 | 10/28/2008 | | J ⁽⁵⁾ | 46,960 | <u>(5)</u> | 12/31/2010 | Common Stock | 46,960 |
| Restricted Stock Purchase Right (Right to Buy) | \$ 7.6 | 10/28/2008 | | J ⁽⁶⁾ | 23,000 | 12/13/2010 | 02/15/2014 | Common Stock | 23,000 |
| Restricted Stock Purchase Right (Right to Buy) | \$ 6.46 | 10/28/2008 | | J ⁽⁶⁾ | 15,000 | 06/30/2008 | 08/12/2013 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASTROVICH LAWRENCE A C/O APRIA HEALTHCARE GROUP INC. 26220 ENTERPRISE COURT LAKE FOREST, CA 92630 | | | President and COO | |

Signatures

/s/ Lawrence A. Mastrovich by Raoul Smyth,
Attorney-In-Fact

10/28/2008

__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) Canceled pursuant to 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 converted into the right to receive a cash payment of \$21.00 per share.
- (2) These restricted shares, which were scheduled to vest on 12/31/2011, 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.
- (3) These restricted stock units, which were scheduled to vest on 12/31/2008, 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.
These restricted stock units, 19,977 of which were scheduled to vest on 2/16/2009 and 19,976 of which were scheduled to vest on
(4) 2/16/2010, 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.
These restricted stock units, 15,654 of which were scheduled to vest on 2/18/2009, 15,653 of which were scheduled to vest on 2/18/2010
(5) and 15,653 of which were scheduled to vest on 12/31/2010, 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.
Pursuant to the terms of the Merger Agreement and the plan under which they were issued, upon consummation of the merger on October
(6) 28, 2008, these restricted stock purchase rights were canceled and converted into the right to receive cash in the amount of \$21.00 per restricted stock purchase right, less any applicable exercise price per right.

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.