#### APRIA HEALTHCARE GROUP INC

Form 4

February 20, 2007

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

**OMB** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

**SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MASTROVICH LAWRENCE A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

APRIA HEALTHCARE GROUP INC [AHG]

(Check all applicable)

President and COO

(Last) (First) (Middle)

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

02/15/2007

Director 10% Owner X\_ Officer (give title Other (specify below)

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) \_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 Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

7. Nature of 5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

(A) Code V Amount (D) Price \$

Transaction(s) (Instr. 3 and 4)

Common 02/15/2007 Stock

10,535  $M^{(1)}$ 

63,949 0.001

D

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (2)	\$ 0.001	02/15/2007		A(3)	21,070 (3)		02/15/2007(3)	12/31/2007	Common Stock
Restricted Stock Units (2)	\$ 0.001	02/15/2007		M(3)		10,535 (3)	02/15/2007	02/15/2007	Common Stock
Restricted Stock Units (5)	\$ 0.001	02/15/2007		D <u>(5)</u>		2,264 (5)	02/15/2007	02/15/2007	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address

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**

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

02/20/2007

\*\*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) Vesting and issuance of common stock under restricted stock units ("RSUs") granted under the Issuer's 2003 Performance Incentive Plan on March 7, 2006. Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- (2) RSUs earned under the terms of a grant made under the Issuer's 2003 Performance Incentive Plan on March 7, 2006.
- On February 15, 2007, the Compensation Committee of the Issuer's Board of Directors determined that the pre-determined performance measures for the one-year period ending on December 31, 2006, which are applicable to the RSU grant made on March 7, 2006, were met at a level that caused an additional 10,535 RSUs to be issued with the related shares of common stock to be delivered immediately and an additional 10,535 RSUs to be issued for which the related common stock is to become deliverable on December 31, 2007.
- (4) Includes the 11,666 RSUs issued on March 7, 2006 which will vest with the related common stock to become deliverable on December 31, 2008.
- (5) The Committee also determined that the pre-determined performance measures were not met for the issuance of an additional 2,264 RSUs which could have been issued under the March 7, 2006 grant.

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