

APRIA HEALTHCARE GROUP INC
 Form 4
 November 21, 2007

FORM 4

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

OMB APPROVAL

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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 *
KARKENNY CHRIS 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)
 11/19/2007

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive V. President & CFO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/19/2007 | | M ⁽¹⁾ | 10,000 (1) A \$ 0.001 | 10,000 | D | |
| Common Stock | 11/19/2007 | | F ⁽²⁾ | 3,575 (2) D \$ 0.001 | 6,425 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units ⁽³⁾ | \$ 0.01 | 11/19/2007 | | A ⁽¹⁾ | 10,000 | 11/19/2007 ⁽¹⁾ 11/12/2012 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KARKENNY CHRIS A. C/O APRIA HEALTHCARE GROUP INC. 26220 ENTERPRISE COURT LAKE FOREST, CA 92630 | | | Executive V. President & CFO | |

Signatures

\s\: Chris A. Karkenny by Raoul Smyth,
 Attorney-In-Fact 11/21/2007
**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) Settlement and distribution of common stock from vested restricted stock units upon execution of Restricted Stock Unit Agreement granted under the issuer's 2003 Performance Incentive Plan.
- (2) Election by employee to allow withholding by the issuer of 3,575 shares to satisfy withholding tax obligation for the issuance of 10,000 shares of common stock pursuant to Restricted Stock Unit Agreement awarded by the issuer on November 13, 2006.
- The restricted stock units were granted under the issuer's 2003 Performance Incentive Plan. This grant vests in three equal 10,000 share
- (3) increments. The first increment vested as of November 13, 2007, following the Reporting Person's execution of the Restricted Stock Unit Award Agreement, and the remaining increments will vest on November 13, 2008 and November 13, 2009.

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.