

MASTROVICH LAWRENCE A

Form 4

March 04, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 A2. 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)  
02/29/2008☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
President & COOC/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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                                          |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**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 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 Underlying Securities (Instr. 3 and 4) |                 |              |                       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|-----------------------------------------------------|-----------------|--------------|-----------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                    | Expiration Date | Title        | Underlying Securities |
| Stock Appreciation Rights <sup>(1)</sup>   | \$ 21.71 <sup>(2)</sup>                                | 02/29/2008                           |                                                    | A                              |                                                                                         | 71,520                                                   |     | 02/28/2009 <sup>(3)</sup>                           | 02/28/2018      | Common Stock | Common Stock          |
| Restricted Stock Units <sup>(4)</sup>      | \$ 0.001                                               | 02/29/2008                           |                                                    | A                              |                                                                                         | 46,960                                                   |     | 02/18/2009 <sup>(5)</sup>                           | 12/31/2010      | Common Stock | Common Stock          |

## Reporting Owners

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

## Signatures

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

03/04/2008

**\*\*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) Grant of stock appreciation rights ("SARs") under the Issuer's 2003 Performance Incentive Plan. Each SAR, subject to vesting and exercise, represents the right of the reporting person to receive shares of the Issuer's Common Stock equal in value to the amount determined by subtracting the Base Price of the SAR from the per share value of the Common Stock of the Issuer as of the date of exercise.

(2) This represents the Base Price of each SAR.

(3) The SAR vests in four equal 17,880 share increments on February 28, 2009, February 28, 2010, February 28, 2011 and February 29, 2012.

(4) Restricted stock units granted under the Issuer's 2003 Performance Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

(5) This grant will vest as to the 15,654 shares and will be paid on December 31, 2010 subject only to the reporting person's continued employment with the Issuer through that date. If certain pre-determined performance measures are achieved for the one-year period ending on December 31, 2008, up to an additional 15,653 shares will vest and be issued to the reporting person on February 18, 2009, or as soon thereafter as the achievement can practicably be determined, and up to an additional 15,653 shares will vest and be issued to the reporting person on February 18, 2010.

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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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