

APRIA HEALTHCARE GROUP INC

Form 4

June 06, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOPPE RICHARD

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)
6810 TRUDY WAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/04/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SACRAMENTO, CA 95831

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	06/04/2008		M		18,000	A	\$ 6.6875	36,000 D
Common Stock	06/04/2008		M		7,000	A	\$ 6.6875	43,000 D
Common Stock	06/04/2008		S		6,900	D	\$ 16.99	36,100 D
Common Stock	06/04/2008		S		3,900	D	\$ 17	32,200 D
Common Stock	06/04/2008		S		1,900	D	\$ 17.01	30,300 D

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Common Stock 06/04/2008 S 3,100 D \$ 17.02 27,200 D

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

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(9-02)

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)	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 6.6875	06/04/2008		M	18,000 (1)	12/31/1998 06/30/2008	Common Stock	18,000
Director Stock Option (Right to Buy)	\$ 6.6875	06/04/2008		M	7,000 (2)	12/31/1998 06/30/2008	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KOPPES RICHARD 6810 TRUDY WAY SACRAMENTO, CA 95831	X

Signatures

Richard H. Koppes by Raoul Smyth,
Attorney-In-Fact

06/05/2008

__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) Exercise of imminently expiring option granted to reporting person under the issuer's 1997 Stock Incentive Plan.

(2) Exercise of imminently expiring option granted to reporting person under the issuer's 1991 Nonqualified Stock Option Plan.

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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