## Edgar Filing: APRIA HEALTHCARE GROUP INC - Form 4

APRIA HEALTHCARE GROUP INC Form 4 February 20, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HIGBY LAWRENCE M Issuer Symbol APRIA HEALTHCARE GROUP (Check all applicable) INC [AHG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O APRIA HEALTHCARE 02/15/2007 Chief Executive Officer **GROUP INC, 26220 ENTERPRISE** COURT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LAKE FOREST, CA 92630 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 7. Nature of 4. Securities Acquired 5. Amount of 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 30,100 02/15/2007  $M^{(1)}$ 167,561 D A (1)0.001 Stock

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

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 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. Transactio 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 Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (2)	\$ 0.001	02/15/2007		A <u>(3)</u>	60,200 ( <u>3)</u>		02/15/2007(3)	12/31/2007	Common Stock
Restricted Stock Units (2)	\$ 0.001	02/15/2007		M <u>(3)</u>		30,100 (3)	02/15/2007	02/15/2007	Common Stock
Restricted Stock Units <u>(5)</u>	\$ 0.001	02/15/2007		D <u>(5)</u>		6,467 <u>(5)</u>	02/15/2007	12/31/2008	Common Stock

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships					
	Director	10% Owner	Officer	Other		
HIGBY LAWRENCE M C/O APRIA HEALTHCARE GROUP INC 26220 ENTERPRISE COURT LAKE FOREST, CA 92630			Chief Executive Officer			
Signatures						
Lawrence M. Higby by Raoul Smyth, Attorney-In-Fact		02/20	/2007			
**Signature of Reporting Person		Da	te			
Explanation of Response	e.					

## 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 30,100 RSUs to be issued with the related shares of common stock to be delivered immediately and an

- additional 30,100 RSUs to be issued for which the related common stock is to become deliverable on December 31, 2007.
- (4) Includes the 33,333 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 6,467 RSUs which could have been issued under the March 7, 2006 grant.

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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. 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.