

APRIA HEALTHCARE GROUP INC

Form 4

March 09, 2006

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

OMB APPROVAL

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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 \*  
**HIGBY LAWRENCE M**

(Last) (First) (Middle)

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

(Street)

**LAKE FOREST, CA 92630**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol**APRIA HEALTHCARE GROUP  
INC [AHG]**3. Date of Earliest Transaction  
(Month/Day/Year)**03/07/2006**4. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person**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)
				(A) or (D)			
			Code	V	Amount		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 Am Underlying Sec (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am N S
Employee Stock Option (Right to Buy)	\$ 22.75	03/07/2006		A	100,000 (1)			03/07/2007(1)	03/06/2016	Common Stock	1
Restricted Stock Units (2)	\$ 0	03/07/2006		A	33,333 (3)			12/31/2008	12/31/2008(3)	Common Stock	3

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HIGBY LAWRENCE M C/O APRIA HEALTHCARE GROUP INC 26220 ENTERPRISE COURT LAKE FOREST, CA 92630	X Chief Executive Officer

## Signatures

Lawrence M. Higby by Raoul Smyth,  
Attorney-In-Fact 03/09/2006

    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) This option was granted under the issuer's 2003 Performance Incentive Plan and vests in two equal 33,333 share installments on March 7, 2007 and March 7, 2008 and one final installment of 33,334 shares on March 7, 2009.

(2) The restricted stock units were 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.

(3) This grant will vest and be paid on December 31, 2008. If certain pre-determined performance measures are achieved for the one-year period ending on December 31, 2006, up to an additional 33,333 shares will vest and be issued to the reporting person promptly following determination that the applicable performance goals have been met, and up to an additional 33,337 shares will vest and be issued on December 31, 2007.

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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