LOCHNER PHILIP R

Form 4 April 24, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

04/20/2006

Stock

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

1(b).

(Print or Type Responses)

1. Name and A LOCHNER	Symbol APRIA	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) 699 LAKE	· · · ·	(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 04/20/2006			_X_ Director Officer (give below)		Owner er (specify	
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
GREENWI	CH, C1 06830						Person		
(City)	(State)	(Zip) Tab	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)	(Instr. 3, Amount	spose	d of (D) 5) Price	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 Beneficial Ownership (Instr. 4)
Common	04/20/2006		٨	3,000	٨	\$	12 000 (3)	D	

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

A

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

 $12,000 \frac{(3)}{}$

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(1)(2)

A

0.001

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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)	Code Securities		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 22.06	04/20/2006		A	6,000 (2)	04/20/2006	04/19/2016	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
Transfer and the same and	Director	10% Owner	Officer Other			
LOCHNER PHILIP R 699 LAKE AVENUE GREENWICH, CT 06830	X					

Signatures

Philip R. Lochner by Robert S. Holcombe, Attorney-In-Fact
04/24/2006

**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) Grant of restricted shares subject to vesting
- (2) Issued under Apria Healthcare Group Inc. 2003 Performance Incentive Plan
- (3) Does not include 2,000 shares owned by reporting person's spouse

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.

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