#### MASTROVICH LAWRENCE A

Form 4

December 07, 2006

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations

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

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 \* MASTROVICH LAWRENCE A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

APRIA HEALTHCARE GROUP

(Check all applicable)

President and COO

INC [AHG]

12/05/2006

(Middle)

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

Director X\_ Officer (give title below)

10% Owner Other (specify

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

(Street)

(First)

(Last)

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

LAKE FOREST, CA 92630

(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)	Onor Disposed (Instr. 3, 4 ar	` '	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 Stock	12/05/2006		M(1)	21,125 A	\$ 21.4	73,414 (2)	D					
Common Stock	12/05/2006		S	20,000 D	\$ 25.6562	53,414 (2)	D					

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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy) (1)	\$ 21.4	12/05/2006		M <u>(1)</u>	21,125	02/18/2004(1)	02/17/2013	Common Stock	21,1

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MASTROVICH LAWRENCE A C/O APRIA HEALTHCARE GROUP INC 26220 ENTERPRISE COURT LAKE FOREST, CA 92630

President and COO

## **Signatures**

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

12/07/2006

Date

\*\*Signature of Reporting Person

## **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 stock option issued pursuant to issuer's 1998 Nonqualified Stock Incentive Plan which vested in 2 equal 16,666 share increments on February 18, 2004 and February 18, 2005 and one final 16,668 increment on February 18, 2006.
- (2) Includes 40,000 restricted shares subject to vesting.

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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