

APRIA HEALTHCARE GROUP INC

Form 4

February 21, 2007

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 *
MASTROVICH LAWRENCE A

(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)
02/16/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2007		M ⁽¹⁾	8,000	A \$ 21.4 71,949	D	
Common Stock	02/21/2007		S	8,000	D \$ 32.38 63,949	D	

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

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SEC 1474
(9-02)

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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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (Right to Buy) ⁽¹⁾	\$ 21.4	02/21/2007		M	8,000	02/18/2006 02/17/2013	Common Stock
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 32.12	02/16/2007		A	34,250	02/16/2008 ⁽³⁾ 02/15/2017	Common Stock

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

02/21/2007

 **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 employee stock options granted under the Issuer's Amended and Restated 1997 Stock Incentive Plan on February 18, 2003 which became fully vested February 18, 2006 and which were to expire on February 17, 2013.
- (2) Grant of employee stock options under the Issuer's 2003 Performance Incentive Plan. Each option represents the right to purchase one share of the Issuer's common stock at the exercise price.
- (3) This grant shall vest and become exercisable in one increment of 11,416 shares on February 16, 2008 and two increments of 11,417 shares each on February 16, 2009 and February 16, 2010, subject to continued employment of the Reporting Person through those dates.

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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