

ALLIANCE IMAGING INC /DE/
 Form 3
 May 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Â Bendikson Aaron
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/23/2008

3. Issuer Name and Ticker or Trading Symbol
 ALLIANCE IMAGING INC /DE/ [AIQ]

4. Relationship of Reporting Person(s) to Issuer

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

C/O OAKTREE CAPITAL
 MANAGEMENT, L.P.,Â 333
 SOUTH GRAND AVENUE,
 28TH FLOOR
 (Street)

(Check all applicable)

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

LOS ANGELES,Â CAÂ 90071
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	21,628,845	I	See Footnote <u>(1)</u> <u>(2)</u>
Common Stock	1,120,160	I	See Footnote <u>(3)</u>
Common Stock	2,080,000	I	See Footnote <u>(4)</u>

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bendikson Aaron C/O OAKTREE CAPITAL MANAGEMENT, L.P. 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS ANGELES, CA 90071	X	X		

Signatures

/s/ Hillary A. Bounds, as attorney-in-fact for Aaron Bendikson

05/29/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) These securities are owned by OCM Principal Opportunities Fund IV, L.P. ("OCM Fund"). Oaktree Capital Management, L.P. ("Oaktree") is the director of OCM Principal Opportunities Fund IV GP Ltd., which is the general partner of OCM Principal Opportunities Fund IV GP, L.P. ("OCM GP"), which is the general partner of OCM Fund. Each may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of OCM Fund pursuant to its partnership agreement. These securities may be deemed beneficially owned by Mr. Bendikson by virtue of being a principal of Oaktree. (continued on Footnote 2)

(2) (continued from Footnote 1) Mr. Bendikson disclaims beneficial ownership of the securities reported here except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed to be an admission that Mr. Bendikson has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) These securities are owned by Alliance-Oaktree Co-Investors, LLC ("OCM LLC"). These securities may be deemed beneficially owned by Mr. Bendikson by virtue of being a principal of Oaktree. OCM GP is the managing member of OCM LLC, and Mr. Bendikson may be deemed to beneficially own the shares that would be held by OCM LLC because Oaktree has discretionary authority and control over all of the assets of OCM LLC pursuant to the Limited Liability Company Agreement of OCM LLC. Mr. Bendikson disclaims beneficial ownership of the securities reported here except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed to be an admission that Mr. Bendikson has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(4) These securities are owned by MTS Health Investors II, L.P. ("MTS"), Alliance-MTS Co-Investors I, LLC ("MTS I LLC"), and Alliance-MTS Co-Investors II, LLC ("MTS II LLC"). OCM Fund, OCM LLC, MTS, MTS I LLC and MTS II LLC are parties to a Stockholders' Agreement, dated April 16, 2007, which provides for certain terms regarding voting and disposal of the shares of the Issuer owned by the parties. Because of this agreement, these securities may be considered beneficially owned by OCM Fund and OCM LLC as members of a "group" as defined under Rule 13d-5 of the Securities Exchange Act of 1934. Mr. Bendikson disclaims beneficial ownership of the securities reported here, and the inclusion of these securities in this report shall not be deemed to be an admission that Mr. Bendikson has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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