PHILLIPS RUSSELL D JR

Form 4

January 04, 2005

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

PHILLIPS RUSSELL D JR

(First) (Middle)

(Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

1900 S. STATE COLLEGE

BLVD., SUITE 600

(Street)

ANAHEIM, CA 92806 (State)

2. Issuer Name and Ticker or Trading

Symbol

ALLIANCE IMAGING INC /DE/ [AIQ]

3. Date of Earliest Transaction

(Month/Day/Year) 01/03/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

number.

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below)

EVP, Gen.Coun., Secre.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership (Instr. 4) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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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 Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying

1

8.

D

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Securities (Instr. 3 and	14)	(
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
stock option	\$ 12.35	01/03/2005		A	20,000	<u>(1)</u>	01/02/2015	common stock	20,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PHILLIPS RUSSELL D JR 1900 S. STATE COLLEGE BLVD. SUITE 600 ANAHEIM, CA 92806

EVP, Gen.Coun., Secre.

Signatures

Russell D.

Phillips, Jr. 01/04/2005

**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).

The option grant vests as follows: 5% on the first anniversary of the grant date; 20% on the second anniversary of the grant date; 25% on (1) each of the third, fourth and fifth anniversaries of the grant date. The option was granted for fair market value of \$12.35 on the date of grant

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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