

BioScrip, Inc.
Form 4
March 19, 2012

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
FRIEDMAN RICHARD H

(Last) (First) (Middle)
100 CLEARBROOK ROAD
(Street)
ELMSFORD, NY 10523
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BioScrip, Inc. [BIOS]

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 (A) 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.0001 Par Value	03/09/2012		S		28,500 (3)	D	\$ 7.006 (2)
Common Stock, \$.0001 Par Value	03/09/2012		M		10,000	A	\$ 2.73
Common Stock, \$.0001 Par Value	03/09/2012		S		76,667	D	\$ 7.042 (5)

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Common Stock, \$.0001 Par Value	03/09/2012	M	66,667	A	\$ 3.46	330,946	D ⁽¹⁾	
Common Stock, \$.0001 Par Value						250,000	I	By The Richard H. Friedman Grantor Retained Annuity Trust ⁽⁶⁾
Common Stock, \$.0001 Par Value						0	I	By Shares Held By Ltd Partnership ⁽⁷⁾

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option To Purchase Common Stock	\$ 2.73	03/09/2012		M	10,000	04/28/2010 ⁽⁴⁾	05/31/2012	Common Stock, \$.0001 Par Value	10,000
Employee Stock Option (Right to Buy)	\$ 3.46	03/09/2012		M	66,667	01/02/2008 ⁽⁴⁾	05/31/2012	Common Stock, \$.0001 Par Value	66,667
Employee Stock Option (Right to	\$ 5.8					01/02/2004	05/31/2012	Common Stock, \$.0001 Par Value	91,000

Buy)

Employee
Stock

Option \$ 7.03
(Right to
Buy)

01/02/2005⁽⁸⁾ 05/31/2012

Common
Stock,
\$.0001
Par Value 200,

Employee
Stock

Option \$ 6.36
(Right to
Buy)

01/03/2006⁽⁸⁾ 05/31/2012

Common
Stock,
\$.0001
Par Value 200,

Employee
Stock

Option \$ 7.54
(Right to
Buy)

01/03/2007⁽⁸⁾ 05/31/2012

Common
Stock,
\$.0001
Par Value 200,

Employee
Stock

Option \$ 7.7
(Right to
Buy)

01/02/2009⁽⁴⁾ 05/31/2012

Common
Stock,
\$.0001
Par Value 130,

Option To
Purchase
Common
Stock

\$ 6.52

04/29/2009⁽⁴⁾ 05/31/2012

Common
Stock,
\$.0001
Par Value 112,

Employee
Stock

Option \$ 7.7
(Right to
Buy)

01/02/2009⁽⁴⁾ 05/31/2012

Common
Stock,
\$.0001
Par Value 70,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN RICHARD H 100 CLEARBROOK ROAD ELMSFORD, NY 10523	X			

Signatures

/s/ Richard H.
Friedman 03/19/2012

**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) Includes 10,000 shares owned jointly with Mr. Friedman's spouse.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.06, inclusive. The reporting person undertakes to provide BioScrip, Inc., any security holder of BioScrip, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3) These sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 15, 2011.

(4) Vests and becomes exercisable in three equal annual installments commencing on the first anniversary of the date of grant.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.00 to \$7.29, inclusive. The reporting person undertakes to provide BioScrip, Inc., any security holder of BioScrip, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(6) Shares of Common Stock are owned by the Richard H. Friedman Grantor Retained Annuity Trust dated June 22, 2009. The 250,000 shares held in the trust were transferred to the trust by Mr. Friedman on June 22, 2009. Mr. Friedman is trustee of the trust and has sole voting and dispositive power with respect to these shares of Common Stock.

(7) Shares of Common Stock are owned by the Richard Friedman Family Limited Partnership, of which Mr. Friedman is a general and limited partner. Mr. Friedman has shared voting and dispositive power with respect to these shares of Common Stock.

(8) Fully Vested

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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