

MICHELSON MICHAEL W
 Form 4
 May 15, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 KKR 1996 GP LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2007

____ Director
 ____ Officer (give title below) Other (specify below)

See Footnotes 1 and 2

C/O KOHLBERG KRAVIS
 ROBERTS & CO, 9 WEST 57TH
 STREET, SUITE 4200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10019

(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)	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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	03/16/2007		S			24,501,505	D	\$ 6.25	1,443,065	I	By Viewer Holdings LLC (1) (2) (3)

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

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SEC 1474 (9-02)

number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KKR 1996 GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019								See Footnotes 1 and 2
KKR ASSOCIATES 1996 L P C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019								See Footnotes 1 and 2
Viewer Holdings LLC C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019				X				See Footnotes 1 and 2
FISHER TODD A C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019								See Footnotes 1 and 2
GOLKIN PERRY C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019								See Footnotes 1 and 2
GREENE JAMES H JR C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STERET, SUITE 4200								See Footnotes 1 and 2

NEW YORK, NY 10019

HUTH JOHANNES P
 C/O KOHLBERG KRAVIS ROBERTS & CO
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

See Footnotes 1 and 2

KRAVIS HENRY R
 C/O KOHLBERG KRAVIS ROBERTS & CO
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

See Footnotes 1 and 2

MICHELSON MICHAEL W
 C/O KOHLBERG KRAVIS ROBERTS & CO
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

X

See Footnotes 1 and 2

KKR 1996 FUND L P
 C/O KOHLBERG KRAVIS ROBERTS & CO
 9 WEST 57TH STREET, SUITE 4200
 NEW YORK, NY 10019

See Footnotes 1 and 2

Signatures

Richard J. Kreider, Attorney-In-Fact for Reporting Person

05/14/2007

__Signature of Reporting Person

Date

Richard J. Kreider, Attorney-In-Fact for Reporting Person

05/14/2007

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Richard J. Kreider, Attorney-In-Fact for Reporting Person 05/14/2007
**Signature of Reporting Person Date

Richard J. Kreider, Attorney-In-Fact for Reporting Person 05/14/2007
**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).

The shares of common stock of the Issuer reported on this Form 4 are held of record by Viewer Holdings LLC. As the senior member of Viewer Holdings LLC, KKR 1996 Fund L.P. may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by Viewer Holdings LLC. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P. may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by Viewer Holdings LLC. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by Viewer Holdings LLC.
- (1) KKR 1996 GP LLC is a Delaware limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are Messrs. Paul E. Raether, Michael W. Michelson, James H. Greene, Jr., Perry Golkin, Johannes P. Huth, Todd A. Fisher and Alexander Navab, Jr. Mr. Michelson is a director of the Issuer. Each of the individual Reporting Persons may be deemed to share beneficial ownership of any shares of common stock of the Issuer that KKR 1996 GP LLC may beneficially own or be deemed to beneficially own, but each disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of section 16 of the Securities Exchange Act of 1934 or otherwise, the individual Reporting Persons are the beneficial owners of all such equity securities covered by this statement.
- (2) James C. Momtazee is a director of the Issuer, an executive of KKR and a limited partner of KKR Associates 1996 L.P. Mr. Momtazee disclaims beneficial ownership of any shares beneficially owned by KKR Associates 1996 L.P.
- (3)

Remarks:

Due to SEC limitations on the number of joint filers that may be reported electronically on one Form 4, and in order to include

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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