Edgar Filing: MASTROVICH LAWRENCE A - Form 4

MASTROV Form 4 July 02, 200	ICH LAWRENO	CE A									
FORM	4 UNITED) STATES					NGE C	OMMISSION	OMB	PROVAL 3235-0287	
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pu ons tinue. Section 17	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							Number: Expires: Estimated a burden hou response	January 31, 2005 average urs per	
(Print or Type	Responses)										
MASTROVICH LAWRENCE A Syr			Symbol APRIA	2. Issuer Name and Ticker or Trading Symbol APRIA HEALTHCARE GROUP INC [AHG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) A HEALTHCAR C., 26220 ENTH		3. Date of (Month/D 06/30/2		ansaction			Director X Officer (give below) Presi		Owner er (specify	
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAKE FOR	REST, CA 92630)						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securit n(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 (1)	06/30/2008			М	15,000	А	\$ 6.46	100,006 (2)	D		
Common Stock ⁽¹⁾	06/30/2008			F	9,573	D	\$ 19.39	90,433 <u>(2)</u>	D		

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

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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. Transacti Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired (A) Disposed of tr. 3, 4,	Expiration Date Under (Month/Day/Year) (Instr.		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Restricted Stock Purchase Right (Right to Buy)	\$ 6.46	06/30/2008		М		15,000	06/30/2008	08/12/2013	Common Stock	15,000

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		0	7/01/2008				
** Signature of Reporting Person			Date				
Explanation of Responses	s:						

- * 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).

Exercise of restricted stock purchase right as to 15,000 shares of issuer's Common Stock that vested on June 30, 2008 under the Apria

- (1) Healthcare Group Inc. 2003 Performance Incentive Plan. A total of 9,573 shares were withheld by issuer to satisfy the exercise price and applicable tax obligations.
- (2) Includes 40,000 shares of unvested restricted stock.

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.