

APRIA HEALTHCARE GROUP INC

Form 4

October 30, 2008

FORM 4**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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIGBY LAWRENCE M

(Last) (First) (Middle)

**C/O APRIA HEALTHCARE
GROUP INC., 26220 ENTERPRISE
COURT**

(Street)

LAKE FOREST, CA 92630

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**APRIA HEALTHCARE GROUP
INC [AHG]**

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2008

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)
Chief Executive Officer

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 | 10/02/2008 | | G | V | 15,528 | D | \$ 0 97,580 |
| Common Stock | 10/28/2008 | | J ⁽¹⁾ | | 97,580 | D | 0 |
| Common Stock | 10/28/2008 | | J ⁽²⁾ | | 80,000 | D | 0 |

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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) |
|---|---|---|---|---|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Restricted Stock Units | \$ 0 | 10/28/2008 | | J ⁽³⁾ | 33,333 | ⁽³⁾ 12/31/2008 | Common Stock 33,333 |
| Restricted Stock Units | \$ 0.001 | 10/28/2008 | | J ⁽⁴⁾ | 68,493 | ⁽⁴⁾ 02/16/2010 | Common Stock 68,493 |
| Restricted Stock Units | \$ 0.001 | 10/28/2008 | | J ⁽⁵⁾ | 86,090 | ⁽⁵⁾ 12/31/2010 | Common Stock 86,090 |
| Restricted Stock Purchase Right (Right to Buy) | \$ 7.6 | 10/28/2008 | | J ⁽⁶⁾ | 64,000 | 12/31/2010 02/15/2014 | Common Stock 64,000 |
| Restricted Stock Purchase Right (Right to Buy) | \$ 6.46 | 10/28/2008 | | J ⁽⁶⁾ | 128,000 | 12/31/2009 08/12/2013 | Common Stock 128,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| HIGBY LAWRENCE M C/O APRIA HEALTHCARE GROUP INC. 26220 ENTERPRISE COURT LAKE FOREST, CA 92630 | X Chief Executive Officer |

Signatures

/s/ Lawrence M. Higby by Raoul Smyth,
Attorney-In-Fact

10/28/2008

__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) Canceled pursuant to the Agreement and Plan of Merger, dated as of June 18, 2008 (the "Merger Agreement"), by and among the Issuer, Sky Acquisition LLC and Sky Merger Sub Corporation and converted into the right to receive a cash payment of \$21.00 per share.

(2) These restricted shares, which were scheduled to vest on 12/31/2011, were canceled pursuant to the terms of the Merger Agreement and the plan under which they were issued in exchange for a cash payment of \$21.00 per share.

(3) These restricted stock units, which were scheduled to vest on 12/31/2008, were canceled pursuant to the terms of the Merger Agreement and the plan under which they were issued in exchange for a cash payment of \$21.00 per share.

(4) These restricted stock units, 34,246 of which were scheduled to vest on 2/16/2010 and 34,247 of which were scheduled to vest on 2/16/2009, were canceled pursuant to the terms of the Merger Agreement and the plan under which they were issued in exchange for a cash payment of \$21.00 per share.

(5) These restricted stock units, 28,697 of which were scheduled to vest on 2/18/2010, 28,696 of which were scheduled to vest on 12/31/2010 and 28,697 of which were scheduled to vest on 2/18/2009, were canceled pursuant to the terms of the Merger Agreement and the plan under which they were issued in exchange for a cash payment of \$21.00 per share.

(6) Pursuant to the terms of the Merger Agreement and the plan under which they were issued, upon consummation of the merger on October 28, 2008, these restricted stock purchase rights were canceled and converted into the right to receive cash in the amount of \$21.00 per right, less any applicable exercise price per right.

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.