

APRIA HEALTHCARE GROUP INC
 Form 3
 September 06, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Monast William J</p> <p>(Last) (First) (Middle)</p> <p>26220 ENTERPRISE COURT</p> <p>(Street)</p> <p>LAKE FOREST, CA 92630-8405</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/04/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>APRIA HEALTHCARE GROUP INC [AHG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Sales</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 533 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Options (Right to Buy) | 02/16/2005 ⁽²⁾ | 02/15/2014 | Common Stock | 20,000 | \$ 30.4 | D | Â |
| <u>(1)</u> | | | | | | | |
| Employee Stock Options (Right to Buy) | 11/30/2005 ⁽³⁾ | 12/30/2014 | Common Stock | 15,000 | \$ 33.4 | D | Â |
| <u>(1)</u> | | | | | | | |
| Employee Stock Options (Right to Buy) | 03/07/2007 ⁽⁴⁾ | 03/06/2016 | Common Stock | 15,000 | \$ 22.75 | D | Â |
| <u>(1)</u> | | | | | | | |
| Employee Stock Options (Right to Buy) | 02/16/2008 ⁽⁵⁾ | 02/15/2017 | Common Stock | 10,000 | \$ 32.12 | D | Â |
| <u>(1)</u> | | | | | | | |
| Restricted Stock Units | 06/30/2008 ⁽⁷⁾ | 11/30/2016 | Common Stock | 1,200 | \$ 0.001 | D | Â |
| <u>(6)</u> | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Monast William J 26220 ENTERPRISE COURT LAKE FOREST, CA 92630-8405 | Â | Â | Â EVP, Sales | Â |

Signatures

| | |
|---|------------|
| William E. Monast by Raoul Smyth, Attorney-In-Fact | 09/06/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options were granted under the Issuer's 2003 Performance Incentive Plan. Each option, when vested, represents the right to purchase one share of the Issuer's Common Stock at the exercise price.
- (2) These options became vested and exercisable as to 6,666 shares on February 16, 2005. All remaining options in this grant became vested on November 30, 2005.
- (3) All options in this grant became vested on November 30, 2005.
- (4) An initial 5,000 share increment of these options became vested on March 7, 2007. The balance of the options in this grant are scheduled for vesting in 2 equal 5,000 share increments on March 7, 2008 and March 7, 2009.
- (5) These options are scheduled for vesting in 2 equal 3,333 share increments on February 16, 2008 and February 16, 2009 and one final 3,334 share increment on February 16, 2010.
- (6) Restricted stock units granted pursuant to Issuer's 2003 Performance Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (7)

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This grant will vest and become payable in July 2008 as soon as the Issuer's second fiscal quarter results are available, subject to the achievement of certain pre-determined performance criteria for the six-month period ending on June 30, 2008.

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.