

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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KARKENNY CHRIS A.**

(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)  
**10/28/2008**

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)  
**Executive VP & CFO**

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	(D)	Price
Common Stock	10/28/2008		J <sup>(1)</sup>		13,288	D	11 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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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 or Number of Shares
Restricted Stock Units	\$ 0	10/28/2008		J <sup>(2)</sup>		20,000		<sup>(2)</sup>	11/13/2009	Common Stock	20,000
Restricted Stock Units	\$ 0.001	10/28/2008		J <sup>(3)</sup>		25,686		<sup>(3)</sup>	02/16/2010	Common Stock	25,686
Restricted Stock Units	\$ 0.001	10/28/2008		J <sup>(4)</sup>		41,740		<sup>(4)</sup>	12/31/2010	Common Stock	41,470

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KARKENNY CHRIS A.  
C/O APRIA HEALTHCARE GROUP INC.  
26220 ENTERPRISE COURT  
LAKE FOREST, CA 92630

Executive VP & CFO

## Signatures

/s/ Chris A. Karkenny 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.

These restricted stock units, 10,000 of which were scheduled to vest on 11/13/2008 and 10,000 of which were scheduled to vest on 11/13/2009 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.

These restricted stock units, 12,843 of which were scheduled to vest on 2/16/2009 and 12,843 of which were scheduled to vest on 2/16/2010, 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)

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These restricted stock units, 13,913 of which were scheduled to vest on 12/31/2010, 13,913 of which were scheduled to vest on 2/18/2010 and 13,914 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.

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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