

KARKENNY CHRIS A.

Form 4

March 04, 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.

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2008

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Executive VP & CFO

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

LAKE FOREST, CA 92630

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Rights ⁽¹⁾	\$ 21.71 ⁽²⁾	02/29/2008		A	63,580	02/28/2009 ⁽³⁾ 02/28/2018	Common Stock 6
Restricted Stock Units ⁽⁴⁾	\$ 0.001	02/29/2008		A	41,740	02/18/2009 ⁽⁵⁾ 12/31/2010	Common Stock 4

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 03/04/2008

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) Grant of stock appreciation rights ("SARs") under the Issuer's 2003 Performance Incentive Plan. Each SAR, subject to vesting and exercise, represents the right of the reporting person to receive shares of the Issuer's Common Stock equal in value to the amount determined by subtracting the Base Price of the SAR from the per share value of the Common Stock of the Issuer as of the date of exercise.
- (2) This represents the Base Price of each SAR.
- (3) The SAR vests in four equal 15,895 share increments on February 28, 2009, February 28, 2010, February 28, 2011, and February 29, 2012.
- (4) Restricted stock units granted under the Issuer's 2003 Performance Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (5) This grant will vest as to 13,914 shares and be paid on December 31, 2010 subject only to the reporting person's continued employment with the Issuer through that date. If certain pre-determined performance measures are achieved for the one-year period ending on December 31, 2008, up to an additional 13,913 shares will vest and be issued to the reporting person on February 18, 2009, or as soon thereafter as the achievement can practicably be determined, and up to an additional 13,913 shares will vest and be issued to the reporting

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person on February 18, 2010.

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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