

APRIA HEALTHCARE GROUP INC

Form 4

March 09, 2007

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 *
Ingram William Jeffrey

(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)
03/07/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
EVP, Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/07/2007		M ⁽¹⁾	5,000 A	\$ 25.96 9,428	D	
Common Stock	03/07/2007		S	5,000 D	\$ 30.4558 4,428	D	
Common Stock	03/07/2007		M ⁽³⁾	10,000 A	\$ 24.01 14,428	D	
Common Stock	03/07/2007		S	10,000 D	\$ 30.4558 4,428	D	

(2)

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

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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.96	03/07/2007		M ⁽¹⁾	5,000	05/25/2002 ⁽⁴⁾ 05/24/2011	Common Stock 5,000
Employee Stock Option (Right to Buy)	\$ 24.01	03/07/2007		M ⁽³⁾	10,000	01/02/2003 ⁽⁵⁾ 01/01/2012	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ingram William Jeffrey C/O APRIA HEALTHCARE GROUP INC. 26220 ENTERPRISE COURT LAKE FOREST, CA 92630			EVP, Sales	

Signatures

William Jeffrey Ingram by Raoul Smyth,
Attorney-In-Fact

03/09/2007

__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) Exercise of options granted under the issuer's 1998 Nonqualified Stock Incentive Plan.
- (2) Average sale price for all sales of common stock made by the Reporting Person on March 7, 2007. Actual amounts of stock sold and the prices received therefore were as follows: 1,600 shares at \$30.48, 1,600 shares at \$30.47, 700 shares at \$30.46, 11,100 shares at \$30.45.
- (3) Exercise of options granted under the issuer's 1992 Stock Incentive Plan.
- (4) This award vested in three annual increments, with the last increment vesting on May 25, 2004.
- (5) This award vested in three annual increments, with the last increment vesting on January 2, 2005.

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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