

APRIA HEALTHCARE GROUP INC

Form 4

August 14, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monast William E

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)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec. Vice President, Sales

(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 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	07/30/2008		M ⁽¹⁾	1,200 (1)	A \$ 0.001	2,483	D
Common Stock	07/30/2008		F ⁽²⁾	429 (2)	D \$ 19.38	2,054	D

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

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(9-02)

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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)
Restricted Stock Units ⁽³⁾	\$ 0.001	07/30/2008		M ⁽¹⁾	1,200	07/30/2008 ⁽⁴⁾ 11/30/2016	Common Stock 1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monast William E C/O APRIA HEALTHCARE GROUP INC. 26220 ENTERPRISE COURT LAKE FOREST, CA 92630			Exec. Vice President, Sales	

Signatures

William E. Monast by Raoul Smyth,
Attorney-In-Fact

08/14/2008

 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) Settlement and distribution of common stock from vested restricted stock units granted under the Issuer's 2003 Performance Incentive Plan.
- (2) Election by employee to allow withholding by the issuer of 429 shares to satisfy withholding tax obligation for the issuance of 1,200 shares of common stock pursuant to Restricted Stock Unit Agreement awarded by the issuer on December 6, 2006.
- (3) 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.
- (4) This grant vested and became payable on July 30, 2008, the date the issuer's second fiscal quarter results were available, and following 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.

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