

Monast William E
Form 4
February 20, 2008

FORM 4

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2008

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

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)
 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)			
				(A) or (D)	Price					
Common Stock	02/18/2008		M ⁽¹⁾	V	1,297 <u>(1)</u>	A	\$ 0.001	1,830	D	
Common Stock	02/18/2008		F		547	D	\$ 23.76	1,283	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 ⁽²⁾	\$ 0.001	02/18/2008		M ⁽¹⁾	1,297	02/18/2008 ⁽³⁾ 02/16/2010	Common Stock 1,297

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			Executive VP, Sales	

Signatures

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

02/20/2008

____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) Vesting and issuance of common stock under restricted stock units ("RSUs") granted under the Issuer's 2003 Performance Incentive Plan on March 7, 2007. Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- (2) RSUs earned under the terms of a grant made under the Issuer's 2003 Performance Incentive Plan on March 7, 2007.
On February 18, 2008, the Compensation Committee of the Issuer's Board of Directors determined that certain pre-determined performance measures established in the RSU agreement were achieved for the one-year period ending on December 31, 2007, with
- (3) 1,297 shares to vest and be issued immediately, 1,297 shares to vest and be issued on February 16, 2009 and 1,296 shares to vest and be issued on February 16, 2010.

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.