

Ingram William Jeffrey
 Form 3
 December 06, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Ingram William Jeffrey</p> <p>(Last) (First) (Middle)</p> <p>C/O APRIA HEALTHCARE GROUP INC.,Â 26220 ENTERPRISE COURT</p> <p>(Street)</p> <p>LAKE FOREST,Â CAÂ 92630</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/28/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>APRIA HEALTHCARE GROUP INC [AHG]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Sales</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---|---|--|---|
| <p>1. Title of Security</p> <p>(Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned</p> <p>(Instr. 4)</p> | <p>3. Ownership Form:</p> <p>Direct (D) or Indirect (I)</p> <p>(Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p> |
|---|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|--|---|--|---|
| <p>1. Title of Derivative Security</p> <p>(Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date</p> <p>(Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security</p> <p>(Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security:</p> <p>Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership</p> <p>(Instr. 5)</p> |
|--|--|--|---|--|---|

Edgar Filing: Ingram William Jeffrey - Form 3

| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|--------|----------|----------------------------------|---|
| Employee Stock Option (Right to Buy) | 05/25/2002 ⁽¹⁾ | 05/24/2011 | Common Stock | 5,000 | \$ 25.96 | D | Â |
| Employee Stock Option (Right to Buy) | 01/02/2003 ⁽²⁾ | 01/01/2012 | Common Stock | 10,000 | \$ 24.01 | D | Â |
| Employee Stock Option (Right to Buy) | 03/11/2004 ⁽³⁾ | 03/10/2013 | Common Stock | 15,000 | \$ 21.58 | D | Â |
| Employee Stock Option (Right to Buy) | 02/16/2005 ⁽⁴⁾ | 02/15/2014 | Common Stock | 20,000 | \$ 30.4 | D | Â |
| Employee Stock Option (Right to Buy) | 12/30/2005 ⁽⁵⁾ | 12/29/2014 | Common Stock | 15,000 | \$ 33.4 | D | Â |

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 | Â | Â | Â EVP, Sales | Â |

Signatures

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

12/05/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option was granted under the issuer's 1998 Nonqualified Stock Incentive Plan and vested in an initial 1,666 share installment on May 25, 2002 and 2 equal 1,667 share installments on May 25, 2003 and May 25, 2004.
- (2) This option was granted under the issuer's 1992 Stock Incentive Plan and vested in 2 equal 3,333 share installments on January 2, 2003 and January 2, 2004 and one final 3,334 share installment on January 2, 2005.
- (3) This option was granted under the issuer's 1998 Nonqualified Stock Incentive Plan and vests in three equal 5,000 share installments on March 11, 2004, March 11, 2005 and March 11, 2006.
- (4) This option was granted under the issuer's 2003 Performance Incentive Plan and vests in an initial 6,666 share installment on February 16, 2005 and 2 equal 6,667 share installments on February 16, 2006 and February 16, 2007.
- (5) This option was granted under the issuer's 2003 Performance Incentive Plan and vests in three equal 5,000 share installments on December 30, 2005, December 30, 2006 and December 30, 2007.

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.