

APRIA HEALTHCARE GROUP INC

Form 4

October 30, 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 *
GOLDSMITH DAVID L

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)

6 MONTEREY TERRACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/28/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

ORINDA, CA 94563

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/28/2008		J ⁽¹⁾		354,686	D	<u>11</u> 0
							D ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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)**

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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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Director Stock Option (Right to Buy)	\$ 19.63	10/28/2008		J(3)		15,000	07/18/2002 07/18/2012	Common Stock 15,000
Director Stock Option (Right to Buy)	\$ 12.75	10/28/2008		J(3)		15,000	07/19/2000 07/19/2010	Common Stock 15,000
Director Stock Option (Right to Buy)	\$ 19.25	10/28/2008		J(3)		10,000	07/21/1999 07/21/2009	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDSMITH DAVID L 6 MONTEREY TERRACE ORINDA, CA 94563		X		

Signatures

/s/ David L. Goldsmith by Raoul Smyth,
Attorney-In-Fact 10/28/2008

__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) Canceled pursuant to the Agreement and Plan of Merger, dated as of June 18, 2008 (the "Merger Agreement"), by and among the Issuer, Sky Acquisition LLC and Sky Merger Sub Corporation and converted into the right to receive a cash payment of \$21.00 per share.
- (2) Includes shares held by revocable trust of which reporting person is the trustee, and, along with his wife, a beneficiary.
- (3)

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Pursuant to the terms of the Merger Agreement and the plan under which they were issued, upon consummation of the merger on October 28, 2008, these stock options were canceled and converted into the right to receive cash in the amount of \$21.00 per option, less any applicable exercise price per option.

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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