

Starck Daniel J
 Form 3
 December 06, 2005

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

OMB APPROVAL

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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)

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 10,000 | D | Â |

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

SEC 1473 (7-02)

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

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

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | 04/26/2002 ⁽²⁾ | 04/25/2011 | Common Stock | 20,000 | \$ 26.23 | D | Â |
| Employee Stock Option (Right to Buy) | 01/02/2003 ⁽³⁾ | 01/01/2012 | Common Stock | 15,000 | \$ 24.01 | D | Â |
| Employee Stock Option (Right to Buy) | 01/02/2004 ⁽⁴⁾ | 01/01/2013 | Common Stock | 20,000 | \$ 22.4 | D | Â |
| Employee Stock Purchase Right (Right to Buy) | 12/31/2004 ⁽⁵⁾ | 08/12/2013 | Common Stock | 11,000 | \$ 6.46 | D | Â |
| Employee Stock Purchase Right (Right to Buy) | 12/31/2009 ⁽⁶⁾ | 08/12/2013 | Common Stock | 17,000 | \$ 6.46 | D | Â |
| Employee Stock Option (Right to Buy) | 06/23/2004 ⁽⁷⁾ | 06/22/2013 | Common Stock | 10,000 | \$ 23.3 | D | Â |
| Employee Stock Option (Right to Buy) | 02/16/2005 ⁽⁸⁾ | 02/15/2014 | Common Stock | 40,000 | \$ 30.4 | D | Â |
| Employee Stock Option (Right to Buy) | 12/30/2005 ⁽⁹⁾ | 12/29/2014 | Common Stock | 20,000 | \$ 33.4 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Starck Daniel J C/O APRIA HEALTHCARE GROUP INC. 26220 ENTERPRISE COURT LAKE FOREST, CA 92630 | Â | Â | Â EVP, Customer Services | Â |

Signatures

Daniel J. Starck 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) Grant of restricted shares pursuant to issuer's 2003 Performance Incentive Plan subject to vesting on December 31, 2011, and the reporting person's continued employment through that date, and also subject to full acceleration if AHG achieves a predetermined performance target for the three-year period ending December 31, 2007.

(2) This option was granted under the issuer's 1998 Nonqualified Stock Incentive Plan and vested in an initial 6,666 share installment on April 26, 2002 and 2 equal 6,667 share installments on April 26, 2003 and April 26, 2004.

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- (3) This option was granted under the issuer's 1992 Stock Incentive Plan and vested in 3 equal 5,000 share installments on January 2, 2003, January 2, 2004 and January 2, 2005.
- (4) This option was granted under the issuer's 1998 Nonqualified Stock Incentive Plan and vests in an initial 6,666 share installment on January 2, 2004 and 2 equal 6,667 share installments on January 2, 2005 and January 2, 2006.
- (5) This award was granted under the issuer's 2003 Performance Incentive Plan and vested on December 31, 2004.
This award was granted under the issuer's 2003 Performance Incentive Plan and vested on December 31, 2009, subject to the reporting person's continued employment through that date and subject to full or partial acceleration if Apria Healthcare Group Inc. achieves certain pre-determined performance targets for the three-year period ending December 31, 2005.
- (7) This option was granted under the issuer's 1997 Amended and Restated Stock Incentive Plan and vests in 2 equal 3,333 share installments on June 23, 2004 and June 23, 2005 and one final 3,334 share installment on June 23, 2006.
- (8) This option was granted under the issuer's 2003 Performance Incentive Plan and vests in 2 equal 13,333 share installments on February 16, 2005 and February 16, 2006 and one final 13,334 share installment on February 16, 2007.
- (9) This option was granted under the issuer's 2003 Performance Incentive Plan and vests in an initial 6,666 share installment on December 30, 2005 and 2 equal 6,667 share installments on 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.