

DIMICK NEIL F
Form 4
January 05, 2009

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 *
DIMICK NEIL F

2. Issuer Name and Ticker or Trading Symbol
ALLIANCE IMAGING INC /DE/ [AIQ]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
100 BAYVIEW CIRCLE, SUITE 400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

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

NEWPORT BEACH, CA 92660

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 12/31/2008 | | M | | 8,421 | A <u>(4)</u> | 8,421 D |
| Restricted Stock | 12/31/2008 | | A | | 11,318 | A \$ 0 | 19,739 D |
| Common Stock | 01/02/2009 | | M | | 26,403.692 | A <u>(4)</u> | \$ 46,142.692 D |
| Common Stock | 01/02/2009 | | D | | 26,403.692 | D <u>(4)</u> | \$ 8.06 19,739 D |

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

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(9-02)

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Restricted Stock | (1) | 12/31/2008 | | M | 8,421 | 12/31/2008 | 12/31/2008 | Common Stock | |
| Phantom Stock | (2) | 12/31/2008 | | A | 1,097.867 | 01/02/2009 | 01/02/2009 | Common Stock | 1, |
| Phantom Stock | (2) (4) | 01/02/2009 | | M | 26,403.692 | 01/02/2009 | 01/02/2009 | Common Stock | 26 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIMICK NEIL F 100 BAYVIEW CIRCLE SUITE 400 NEWPORT BEACH, CA 92660 | | X | | |

Signatures

Eli H. Glovinsky 01/05/2009
 **Signature of Date
 Reporting Person

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) Reflects vesting and conversion on 12/31/2008 of 8,421 restricted stock units granted to reporting person on 12/31/2007. Vested restricted stock units converted into shares of the issuer's common stock on a one-for-one basis.
- (2) The phantom shares are each equivalent to one share of the issuer's common stock.
- (3) The phantom stock units were accrued under the issuer's Directors' Deferred Compensation Plan during the fourth quarter of 2008 7.97 per phantom share

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(4) Reflects settlement of phantom stock for cash.

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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