

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-04** | Period of Report: **2007-11-30**

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ISSUER

HANGER ORTHOPEDIC GROUP INC

CIK: **722723** | IRS No.: **840904275** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **8093** Specialty outpatient facilities, nec

Mailing Address
*TWO BETHESDA METRO
CENTER
SUITE 1300
BETHESDA MD 20814*

Business Address
*TWO BETHESDA METRO
CENTER
SUITE 1300
BETHESDA MD 20814
3019860701*

REPORTING OWNER

TAYLOR RICHMOND L

CIK: **1217565**
Type: **4** | Act: **34** | File No.: **001-10670** | Film No.: **071282589**

Mailing Address
*4155 E LAPALMA AVE SUITE
400
ANEHEIM CA 92807*

Business Address
*TWO BETHESDA METRO
CENTER, SUITE 1200
BETHESDA MD 20814*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person TAYLOR RICHMOND L			2. Issuer Name and Ticker or Trading Symbol HANGER ORTHOPEDIC GROUP INC [HGR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2007			
TWO BETHESDA METRO CENTER, SUITE 1200			4. 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	
(Street) BETHESDA, MD 20814						
(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	(A) or (D)	Price			
Common Stock	11/30/2007		<u>M</u>		14,397	A	\$4.625	87,834	D	
Common Stock	11/30/2007		<u>S</u>		7,397	D	\$10.5	80,437	D	
Common Stock	11/30/2007		<u>S</u>		1,900	D	\$10.505	78,537	D	
Common Stock	11/30/2007		<u>S</u>		1,900	D	\$10.51	76,637	D	
Common Stock	11/30/2007		<u>S</u>		900	D	\$10.52	75,737	D	
Common Stock	11/30/2007		<u>S</u>		600	D	\$10.53	75,137	D	
Common Stock	11/30/2007		<u>S</u>		100	D	\$10.56	75,037	D	
Common Stock	11/30/2007		<u>S</u>		100	D	\$10.57	74,937	D	
Common Stock	11/30/2007		<u>S</u>		100	D	\$10.58	74,837	D	
Common Stock	11/30/2007		<u>S</u>		200	D	\$10.6	74,637	D	
Common Stock	11/30/2007		<u>S</u>		100	D	\$10.61	74,537	D	
Common Stock	11/30/2007		<u>S</u>		300	D	\$10.67	74,237	D	
Common Stock	11/30/2007		<u>S</u>		300	D	\$10.68	73,937	D	
Common Stock	11/30/2007		<u>S</u>		100	D	\$10.69	73,837	D	
Common Stock	11/30/2007		<u>S</u>		100	D	\$10.73	73,737	D	
Common Stock	11/30/2007		<u>S</u>		200	D	\$10.75	73,537	D	

Common Stock	11/30/2007		S	100	D	\$10.87	73,437 ⁽¹⁾	D	
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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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Buy	\$4.625	11/30/2007		M			14,397	02/04/2001 ⁽³⁾	02/04/2008	Common Stock	46,667	\$ 0	32,270	D	
Option to Buy	\$14.23							05/30/2003 ⁽²⁾	05/30/2012	Common Stock	46,666		46,666	D	
Option to Buy	\$1.64							05/31/2002 ⁽³⁾	05/31/2009	Common Stock	23,333		23,333	D	

Explanation of Responses:

- Includes 1,615 shares of common stock remaining from an initial grant of 10,000 shares of restricted common stock, all of which were fully vested as of August 1, 2007, 12,995 shares of restricted common stock remaining from an initial grant of 20,000 shares of restricted common stock, which shares vested to the extent of 25% on each of 3/4/06 and 3/4/07 and which cumulatively vests to the extent of 25% each year thereafter, 36,327 shares of restricted common stock remaining from an initial grant of 40,000 shares of restricted common stock, of which 25% vested on 6/12/07 and which cumulatively vest to the extent of 25% each year thereafter, and 22,500 shares of restricted common stock, of which 25% vest on August 9, 2008 and which cumulatively vest to the extent of 25% each year thereafter.
- This option was fully vested on June 23, 2005.
- This option becomes exercisable to the extent of 25% of the shares underlying the option on the above date and is cumulatively exercisable to the extent of 25% of the shares underlying the option at the end of each year thereafter.

Signatures

/s/ Arthur H. Bill, Attorney-in-Fact

** Signature of Reporting Person

12/04/2007

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that the person whose signature appears below hereby constitutes and appoints Jay W. Freedman, Arthur H. Bill, Thomas L. James, Christian B. Dinneen-Long, Arden T. Phillips and Morgan Shelton, or any one of them, such person's true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for such person and in such person's name, place and stead, to sign any report on Form 4 or Form 5, in any such case with respect to his or her beneficial ownership of shares of Hanger Orthopedic Group, Inc., common stock, \$.01 par value per share ("Common Stock"), and to file the same with the Securities and Exchange Commission and any exchange or similar system for trading on which the Common Stock is or hereafter becomes listed or qualified for trading or quoting.

Dated: August 30, 2002

/s/ Richmond L. Taylor

(Signature)

Richmond L. Taylor

(Printed Name)

President, Hanger Prosthetics &

Orthotics, Inc.

(Title)