

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2009-01-26** | Period of Report: **2009-01-23**
SEC Accession No. **0000897069-09-000107**

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REPORTING OWNER

ASAR VINIT K

CIK: **1454324**

Type: **3** | Act: **34** | File No.: **001-10670** | Film No.: **09546241**

Mailing Address

*HANGER ORTHOPEDIC
GROUP, INC.
TWO BETHESDA METRO
CENTER, SUITE 1200
BETHESDA MD 20814*

Business Address

301-986-0701

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*

| OMB APPROVAL | |
|--|------------|
| OMB Number: | 3235-0104 |
| Expires: | 02/28/2011 |
| 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

| | | | | |
|---|---|--|--|---|
| 1. Name and Address of Reporting Person <u>ASAR VINIT K</u> (Last) (First) (Middle) HANGER ORTHOPEDIC GROUP, INC., TWO BETHESDA METRO CENTER, SUITE 1200 (Street) BETHESDA, MD 20814 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/23/2009 | 3. Issuer Name and Ticker or Trading Symbol <u>HANGER ORTHOPEDIC GROUP INC [HGR]</u> | | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <u>EVP and Chief Growth Officer</u> | | 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 _____ 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 | 26,600 ⁽¹⁾ | D | |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

1. The reporting person's appointment as Executive Vice President and Chief Growth Officer of the issuer was approved by the issuer's Board of Directors on January 23, 2009. The shares reported on Table I are restricted shares previously issued in accordance with Rule 16b-3 under the Securities Exchange Act of 1934 and include 26,600 shares of restricted common stock, of which 25% vest on 12/29/09 and which cumulatively vest to the extent of 25% each year thereafter.

Signatures

/s/ Mariel I. Estigarribia, Attorney-in-Fact

** Signature of Reporting Person

01/26/2009

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 Freedman, Thomas James, Arthur Bill, Thomas Hartman, Timothy Maples, Christian Fonss, Mariel Estigarribia, Matthew Bronson, Teri Champ and Jared Cook, 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 3, 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 ("Common Stock"), and to file the same with all exhibits thereto, and other documents in connection therewith, 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: January 16, 2009

/s/ Vinit K. Asar

Vinit K. Asar