

MICHELSON MICHAEL W
Form 4
May 15, 2007

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KKR 1996 GP LLC

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO, 9 WEST 57TH
STREET, SUITE 4200

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Footnotes 1 and 2

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/16/2007		S		24,501,505	D	\$ 6.25
					1,443,065	I	

By
Viewer
Holdings
LLC (1) (2)
(3)

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
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KKR 1996 GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	See Footnotes 1 and 2
KKR ASSOCIATES 1996 L P C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	See Footnotes 1 and 2
Viewer Holdings LLC C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X See Footnotes 1 and 2
FISHER TODD A C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	See Footnotes 1 and 2
GOLKIN PERRY C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	See Footnotes 1 and 2
GREENE JAMES H JR C/O KOHLBERG KRAVIS ROBERTS & CO 9 WEST 57TH STERET, SUITE 4200	See Footnotes 1 and 2

NEW YORK, NY 10019

HUTH JOHANNES P

C/O KOHLBERG KRAVIS ROBERTS & CO

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

See Footnotes 1 and 2

KRAVIS HENRY R

C/O KOHLBERG KRAVIS ROBERTS & CO

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

See Footnotes 1 and 2

MICHELSON MICHAEL W

C/O KOHLBERG KRAVIS ROBERTS & CO

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

X

See Footnotes 1 and 2

KKR 1996 FUND L P

C/O KOHLBERG KRAVIS ROBERTS & CO

9 WEST 57TH STREET, SUITE 4200

NEW YORK, NY 10019

See Footnotes 1 and 2

Signatures

Richard J. Kreider, Attorney-In-Fact for Reporting
Person

05/14/2007

__Signature of Reporting Person

Date

Richard J. Kreider, Attorney-In-Fact for Reporting
Person

05/14/2007

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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).
- The shares of common stock of the Issuer reported on this Form 4 are held of record by Viewer Holdings LLC. As the senior member of Viewer Holdings LLC, KKR 1996 Fund L.P. may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by Viewer Holdings LLC. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996 L.P. may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by Viewer Holdings LLC. As the sole general partner of KKR Associates 1996 L.P., KKR 1996 GP LLC also may be deemed to be the beneficial owner of the shares of common stock of the Issuer held by Viewer Holdings LLC.
- (1) KKR 1996 GP LLC is a Delaware limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are Messrs. Paul E. Raether, Michael W. Michelson, James H. Greene, Jr., Perry Golkin, Johannes P. Huth, Todd A. Fisher and Alexander Navab, Jr. Mr. Michelson is a director of the Issuer. Each of the individual Reporting Persons may be deemed to share beneficial ownership of any shares of common stock of the Issuer that KKR 1996 GP LLC may beneficially own or be deemed to beneficially own, but each disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of section 16 of the Securities Exchange Act of 1934 or otherwise, the individual Reporting Persons are the beneficial owners of all such equity securities covered by this statement.
 - (2) James C. Momtazee is a director of the Issuer, an executive of KKR and a limited partner of KKR Associates 1996 L.P. Mr. Momtazee disclaims beneficial ownership of any shares beneficially owned by KKR Associates 1996 L.P.
 - (3)

Remarks:

Due to SEC limitations on the number of joint filers that may be reported electronically on one Form 4, and in order to include

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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