

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person * CARTER PHILIP L		2. Issuer Name and Ticker or Trading Symbol ROTECH HEALTHCARE INC [ROHI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO				
(First) (Middle) (Last) c/o Rotech Healthcare Inc., 2600 Technology Drive, Suite 300		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2009						
(Street) Orlando, FL 32804		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
				Amount	Price			

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

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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 Underlying Securities (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)
						Date Exercisable	Expiration Date					
Common Stock Options (right to buy)	\$17	12/31/2009		D	750,000 (1)		12/19/2012 (2)	Common Stock	(1)	750,000	D	
Common Stock Options (right to buy)	\$0.41	12/31/2009		A	250,000 (1)		12/19/2012 (3)	Common Stock	(1)	1,000,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTER PHILIP L c/o Rotech Healthcare Inc. 2600 Technology Drive, Suite 300 Orlando, FL 32804	X		President and CEO	

Signatures

/s/ Philip L. Carter 01/04/2010

Signature of Reporting Person

Date

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 250,000 shares underlying the employee common stock option (right to buy) granted on December 31, 2009 (the "Replacement Grant") were granted in exchange for the tender by the Reporting Person of an option to purchase 750,000 shares granted to the Reporting Person on December 19, 2002 (the "Original Grant"). The Reporting Person tendered the Original Grant pursuant to the terms of (1) the Tender Offer Statement on Schedule TO filed by the Company with the Securities and Exchange Commission on December 2, 2009, as amended, relating to an offer by the Company to certain directors and employees to exchange certain outstanding options to purchase shares of common stock of the Company. Upon grant of the Replacement Grant to the Reporting Person, the Original Grant was canceled in its entirety.

(2) The Original Grant vested over a period of four (4) years in sixteen (16) equal installments.

The Replacement Grant will vest in sixteen (16) equal quarterly installments, with the first such installment vesting 90 days after the replacement grant date, subject to the optionee's continued service with us on each such date. If the replacement stock options would expire prior to becoming fully vested under the above schedule, vesting will be accelerated, such that 100% of the replacement stock options will fully vest as of 180 days prior to the expiration of the replacement stock options, subject to the optionee's continued service with us through such date.

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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