

* 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).

Restricted Stock Award granted on November 10, 2009 under the Rotech Healthcare Inc. Amended and Restated Nonemployee Director Restricted Stock and Stock Option Plan (the "Plan"). The shares granted under this Restricted Stock Award will generally vest, provided that the reporting person continues to be a nonemployee
(1) director of Rotech Healthcare Inc. (the "Company") or as otherwise indicated under the Plan, upon the earlier of (a) November 10, 2010, or (b) the date of the next meeting of shareholders of the Company at which directors are elected.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.