

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GRAVES MARY JANE</u>  (Last) (First) (Middle) <u>100 CLEARBROOK ROAD</u>  (Street) <u>ELMSFORD NY 10523</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BioScrip, Inc. [ BIOS ]</u>	5. 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>Chief Financial Officer</u>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2011</u>	
	4. If Amendment, Date of 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		

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$.0001 Par Value	03/25/2010		A4	4,108	A	\$0 <sup>(1)</sup>	19,979	D	

**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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Warrants (right to buy)	\$10						03/25/2010	03/25/2015	Common Stock, \$.0001 Par Value	66,446	66,446	D <sup>(2)(3)</sup>	
Stock Appreciation Right <sup>(4)</sup>	\$4.42						04/26/2012 <sup>(5)</sup>	04/26/2021	Common Stock, \$.0001 Par Value	100,000	100,000	D	

**Explanation of Responses:**

- The reporting person acquired 4,108 shares of issuer common stock pursuant to issuer's merger with Critical Homecare Solutions Holdings, Inc., a Delaware corporation. Following the merger the 4,108 shares issued to the reporting person in the merger were deposited into an escrow account and are subject to forfeiture to satisfy any indemnity or purchase price adjustment payment to the issuer. On October 5, 2011, 2,894 shares were distributed from the escrow account to the reporting person. The remaining 1,214 shares attributable to the reporting person remain in the escrow account pending the resolution of certain disputes.
- Ms. Graves acquired the Warrants from the Issuer in consideration for her interest in Critical Homecare Solutions Holdings, Inc. ("CHS"), pursuant to a merger of CHS into a wholly owned subsidiary of the Issuer on March 25, 2010. The merger agreement, which was entered into on January 24, 2010, valued the Shares to be acquired upon the exercise of the Warrants at \$8.3441 per Share, which was calculated based on the volume weighted trading average price of the Shares over the 10-day period ended January 22, 2010.
- Pursuant to a Warrant Agreement with the Issuer, Ms. Graves directly owns warrants (collectively, the "Warrants") representing the right to purchase 66,446 shares of Common Stock of the Issuer, par value \$0.0001 per share (the "Shares"). The Warrants may be exercised at any time prior to March 25, 2015. The initial exercise price of the Warrants is equal to \$10.00 per Share, subject to certain adjustments in accordance with the terms of the Warrant Agreement.
- Each unit represents a cash-based phantom stock appreciation right exercisable for the cash amount, if any, by which the closing stock price on the exercise date exceeds \$4.42
- Vests and becomes exercisable in three equal annual installments commencing on the first anniversary of the date of grant.

/s/ Mary Jane Graves 02/14/2012

\*\* Signature of Reporting Person 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.