

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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. Date of Event Requiring Statement (Month/Day/Year) <u>01/31/2011</u>	3. Issuer Name and Ticker or Trading Symbol <u>BioScrip, Inc. [ BIOS ]</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>Chief Financial Officer</u>	5. 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 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)
<u>Common Stock, \$.0001 Par Value</u>	<u>15,871</u>	<u>D</u>	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Common Stock Warrants (right to buy)</u>	<u>03/25/2010</u>	<u>03/25/2015</u>	<u>Common Stock, \$.0001 Par Value</u>	<u>66,446</u>	<u>10</u>	<u>D<sup>(1)(2)</sup></u>

**Explanation of Responses:**

- 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.
- 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.

/s/ Gregory Ogunsanya,  
attorney-in-fact for Ms. Graves 02/07/2011

\*\* 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 5 (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.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Barry A. Posner and Gregory O. Ogunsanya, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

1) prepare, execute, acknowledge, deliver and file in the undersigned's name and on the undersigned's behalf, and submit to the United States Securities and Exchange Commission (the "SEC"), a Form ID (including any amendments thereto) and any other documents necessary or appropriate to obtain codes and passwords for the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

2) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of BioScrip, Inc., a Delaware corporation (the "Company"), required to be filed with the SEC, any national securities exchanges and the Company pursuant to Section 16(a) of the Exchange Act;

3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

1) This Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

2) Any documents prepared and/or executed by either of such attorneys-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

3) Neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

4) This Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 31st day of January, 2011.

/s/ Mary Jane Graves

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Signature

Mary Jane Graves

-----  
Print Name

STATE OF NEW YORK

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COUNTY OF WESTCHESTER

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On this 31st day of January, 2011, Mary Jane Graves personally appeared before me, and acknowledged that she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

/s/ Jeannette Morales

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Notary Public

My commission expires September 5, 2014