

MCCA W ROBERTA L
Form 4
August 08, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCA W ROBERTA L

2. Issuer Name and Ticker or Trading Symbol
MATRIA HEALTHCARE INC
[MATR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1850 PARKWAY PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Legal & Secretary

MARIETTA, GA 30067

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/04/2005		M		4,010	A	\$ 12.61
Common Stock	08/04/2005		M		1,125	A	\$ 14.67
Common Stock	08/04/2005		M		6,029	A	\$ 14
Common Stock	08/04/2005		M		938	A	\$ 11.67
Common Stock	08/04/2005		M		6,420	A	\$ 14.33
							4,790
							5,915
							11,944
							12,882
							19,302

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Common Stock	08/04/2005	M	2,250	A	\$ 10.57	21,552	D
Common Stock	08/04/2005	S	20,772	D	\$ 36.5	780	D
Common Stock						780	D

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

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(9-02)

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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (right to buy)	\$ 14.67	08/04/2005	08/04/2005	M		1,125		02/27/2000 02/27/2007	Common Stock 1,125
Option (right to buy)	\$ 14	08/04/2005	08/04/2005	M		6,029		02/24/2002 02/24/2008	Common Stock 6,029
Option (right to buy)	\$ 11.67	08/04/2005	08/04/2005	M		938		04/23/2002 04/23/2008	Common Stock 938
Option (right to buy)	\$ 14.33	08/04/2005	08/04/2005	M		6,420		02/23/2004 02/23/2010	Common Stock 6,420
Option (right to buy)	\$ 10.57	08/04/2005	08/04/2005	M		2,250		05/24/2005 05/24/2011	Common Stock 2,250
Option (right to buy)	\$ 12.61	08/04/2005	08/04/2005	M		4,010		07/24/2005 07/24/2011	Common Stock 4,010
Option (right to buy)	\$ 11							01/19/2002 01/19/2009	Common Stock 6,488

buy)

Option (right to buy)	\$ 9.75				02/16/2005	02/16/2011	Common Stock	6,645	
Option (right to buy) ⁽¹⁾	\$ 12.37				02/19/2006	02/19/2012	Common Stock	2,356	
Option (right to buy) ⁽²⁾	\$ 5.84				03/12/2008	03/12/2013	Common Stock	6,212	
Option (right to buy) ⁽³⁾	\$ 13.58				12/18/2008	12/18/2013	Common Stock	17,624	
Option (right to buy) ⁽⁴⁾	\$ 16.79				08/11/2009	08/11/2014	Common Stock	9,000	
Option (right to buy) ⁽⁵⁾	\$ 29.97	06/08/2005		J	9,000	06/08/2010	06/08/2015	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCA W ROBERTA L 1850 PARKWAY PLACE MARIETTA, GA 30067			VP-Legal & Secretary	

Signatures

Kim L. Blankenship, Attorney in Fact for Roberta L.
McCaw 08/08/2005

__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).
- (1) Granted on 02/19/2002 with full vesting to occur no later than 4 years from 02/19/2002 and no sooner than 2 years from 02/19/2002 with acceleration based on Matria's performance.
- (2) Granted on 03/12/2003 and vests 20% per annum thereafter.
- (3) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (4) Granted on 08/11/2004 and vests 20% per annum thereafter.
- (5) Granted on 06/08/2005 and vests 20% per annum thereafter.

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.