

MATRIA HEALTHCARE INC
Form 4
August 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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)
08/02/2005

____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/02/2005 | | M | 4,407 A \$ 13.58 | 5,187 | D | |
| Common Stock | 08/03/2005 | | M | 3,234 A \$ 17.83 | 8,421 | D | |
| Common Stock | 08/03/2005 | | M | 225 A \$ 14.33 | 8,646 | D | |
| Common Stock | 08/03/2005 | | M | 2,740 A \$ 12.61 | 11,386 | D | |
| Common Stock | 08/03/2005 | | M | 2,355 A \$ 12.37 | 13,741 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|
| Common Stock | 08/03/2005 | M | 4,139 | A | \$ 5.84 | 17,880 | D |
| Common Stock | 08/03/2005 | S | 7,000 | D | \$ 36.9012 | 10,880 | D |
| Common Stock | 08/03/2005 | S | 10,100 | D | \$ 36.7312 | 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) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) | \$ 14.67 | 02/27/1997 | | J | 1,125 | 02/27/2000 02/27/2007 | Common Stock | 1,125 |
| Option (right to buy) | \$ 17.83 | 08/03/2005 | | M | 3,234 | 04/01/2000 10/20/2007 | Common Stock | 3,234 |
| Option (right to buy) | \$ 14 | 02/24/1998 | | J | 6,029 | 02/24/2002 02/24/2008 | Common Stock | 6,029 |
| Option (right to buy) | \$ 11.67 | 04/23/1998 | | J | 938 | 04/23/2002 04/23/2008 | Common Stock | 938 |
| Option (right to buy) | \$ 11 | 01/19/1999 | | J | 6,488 | 01/19/2002 01/19/2009 | Common Stock | 6,488 |
| Option (right to buy) | \$ 14.33 | 08/03/2005 | | M | 225 | 02/23/2004 02/23/2010 | Common Stock | 6,645 |
| | \$ 9.75 | 02/16/2001 | | J | 6,645 | 02/16/2005 02/16/2011 | | 6,645 |

| Option (right to buy) | Exercise Price | Grant Date | Expiration Date | Number of Shares | Term | Number of Shares | Expiration Date | Common Stock | Number of Shares |
|--------------------------------------|----------------|------------|-----------------|------------------|------|------------------|-----------------------|--------------|------------------|
| Option (right to buy) | \$ 10.57 | 05/24/2001 | | 2,250 | J | 2,250 | 05/24/2005 05/24/2011 | Common Stock | 2,250 |
| Option (right to buy) | \$ 12.61 | 08/03/2005 | | 2,740 | M | 2,740 | 07/24/2005 07/24/2011 | Common Stock | 2,740 |
| Option (right to buy) ⁽¹⁾ | \$ 12.37 | 08/03/2005 | | 2,355 | M | 2,355 | 02/19/2006 02/19/2012 | Common Stock | 4,711 |
| Option (right to buy) ⁽²⁾ | \$ 5.84 | 08/02/2005 | | 4,139 | M | 4,139 | 03/12/2008 03/12/2013 | Common Stock | 4,139 |
| Option (right to buy) ⁽³⁾ | \$ 13.58 | 08/02/2005 | | 4,407 | M | 4,407 | 12/18/2008 12/18/2013 | Common Stock | 4,407 |
| Option (right to buy) ⁽⁴⁾ | \$ 16.79 | 08/11/2004 | | 9,000 | J | 9,000 | 08/11/2009 08/11/2014 | Common Stock | 9,000 |
| Option (right to buy) ⁽⁵⁾ | \$ 29.97 | 06/08/2005 | | 9,000 | 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 08/04/2005

**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 will 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.

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- (3) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (4) Granted on 8/11/2004 and vests 20% per annum thereafter.
- (5) Granted on 6/08/2005 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.

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