PETIT PARKER H

Form 4

November 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting PETIT PARKER H	g Person *	2. Issuer Name and Ticker or Trading Symbol MATRIA HEALTHCARE INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		[MATR]			
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify		
1850 PARKWAY PLACE		11/08/2005	below) below) Chairman of the Board and CEO		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MARIETTA, GA 30067		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

(City)	(State) (Table Table	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock (1)	08/08/1988		J	0	A	\$0	816,006	D	
Common Stock (1)	08/08/1988		J	0	A	\$0	3,750	I	Petit Grantor Trust
Common Stock (1)	08/08/1988		J	0	A	\$0	73,832	I	Limited Partnership
Common Stock (1)	08/08/1988		J	0	A	\$0	6,720	I	By Spouse

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 of Number of Shares
Option (right to buy)	\$ 14.33	12/15/1997		J	1,875	12/15/1998	12/15/2007	Common Stock	1,875
Option (right to buy)	\$ 14	02/24/1998		J	22,500	02/24/1999	02/24/2008	Common Stock	22,500
Option (right to buy)	\$ 12.16	05/18/1998		J	3,750	05/18/1999	05/18/2008	Common Stock	3,750
Option (right to buy)	\$ 11	01/19/1999		J	22,500	01/19/2000	01/19/2009	Common Stock	22,500
Option (right to buy)	\$ 16	07/23/1999		J	3,750	07/23/2000	07/23/2009	Common Stock	3,750
Option (right to buy)	\$ 12	05/18/2000		J	3,750	05/18/2001	05/18/2010	Common Stock	3,750
Option (right to buy)	\$ 9.33	04/15/2005		J	27,011	10/04/2004	10/04/2010	Common Stock	58,126
Option (right to buy)	\$ 9.75	04/15/2005		J	46,892	02/16/2005	02/16/2011	Common Stock	58,126
Option (right to buy)	\$ 10.57	05/24/2001		J	300,000	05/24/2005	05/24/2011	Common Stock	300,000
Option (right to	\$ 12.37	02/19/2002		J	36,503	02/19/2006	02/19/2012	Common Stock	36,503

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buy) <u>(2)</u>								
Option (right to buy) (3)	\$ 5.84	03/13/2003	J	69,001	03/13/2008	03/13/2013	Common Stock	69,001
Option (right to buy) (4)	\$ 13.58	12/18/2003	J	58,253	12/18/2008	12/18/2013	Common Stock	58,253
Option (right to buy) (5)	\$ 16.79	08/11/2004	J	58,126	08/11/2009	08/11/2014	Common Stock	58,126
Option (right to buy) (6)	\$ 29.97	06/08/2005	A	58,500	06/08/2010	06/08/2015	Common Stock	58,500
Option (right to buy) (7)	\$ 34.67	11/08/2005	A	150,000	11/08/2008	11/08/2015	Common Stock	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
PETIT PARKER H	37		CI : (4 D 1 10E0			
1850 PARKWAY PLACE	X		Chairman of the Board and CEO			
MARIETTA, GA 30067						

Signatures

Roberta L. McCaw, Attorney-in-Fact for Parker
H. Petit

**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) No transaction to report.
- (2) Granted 2/19/2002 with full vesting to occur no later than 4 years from 2/19/2002 and no sooner than 2 years from 2/19/2002 with acceleration based on Matria's performance.
- (3) Granted 3/13/2003 and vests 20% per annum thereafter.
- (4) Granted 12/18/2003 and vests 20% per annum thereafter.
- (5) Granted 8/11/2004 and vests 20% per annum thereafter.
- (6) Granted 6/8/2005 and vests 20% per annum thereafter.
- (7) Granted on 11/08/2005 and vests 33 1/3% per annum thereafter.

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