MATRIA HEALTHCARE INC

Form 4 June 03, 2005

FORM 4

Check this box

if no longer

subject to

Section 16.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading STRIBLING THOMAS S Issuer Symbol MATRIA HEALTHCARE INC (Check all applicable) [MATR] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 3867 STREAMSIDE DRIVE 06/01/2005 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MARIETTA, GA 30067 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially Beneficial (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code Amount (D) Price

Common 08/08/1998 J 0 \$0 8,655 D Α Stock (1)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or 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 purchase)	\$ 12	05/18/2000		A	1,875	05/18/2001	05/18/2010	Common Stock	1,875
Option (right to purchase)	\$ 10.57	05/24/2001		A	5,625	05/24/2002	05/24/2011	Common Stock	5,625
Option (right to purchase)	\$ 5.66	09/26/2002		A	5,625	09/26/2003	09/26/2012	Common Stock	5,625
Option (right to purchase)	\$ 8.29	05/21/2003		A	5,625	05/21/2004	05/21/2013	Common Stock	5,625
Option (right to purchase)	\$ 14.57	06/03/2004		A	10,125	06/03/2005	06/03/2014	Common Stock	10,125
Option (right to purchase)	\$ 29.33	06/01/2005		A	6,000	06/01/2006	06/01/2015	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
rg	Director	10% Owner	Officer	Other		
STRIBLING THOMAS S 3867 STREAMSIDE DRIVE MARIETTA, GA 30067	X					

Signatures

Roberta L. McCaw as Power of Attorney for Thomas S.
Stribling

06/03/2005

**Signature of Reporting Person Date

Reporting Owners 2

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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 06/01/2005 under Issuer's Non-employee Director Stock Option Plan and vests in twelve monthly installments 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.