#### Edgar Filing: MATRIA HEALTHCARE INC - Form 4

MATRIA HE Form 4 August 02, 20	EALTHCARE IN 005	NC									
FORM									OMB AF	PROVAL	
	UNITED	STATES		RITIES A shington			ANGE CO	OMMISSION	OMB Number:	3235-0287	
Check thi if no long	er								Expires:	January 31, 2005	
subject to			<b>ICI</b>	ERSHIP OF	Estimated a	stimated average					
Section 10 Form 4 or				SECU	RITIES				burden hours per		
Form 4 or Form 5		rement to S	Section 1	6(a) of the	a Sacuri	tion I	Tychange	Act of 1934,	response	0.5	
obligation	$^{18}$ Section 17(						•	1935 or Section			
may conti <i>See</i> Instru	inue.			•	•	-	ct of 1940				
1(b).	letton				1	2					
(Print or Type R	lesponses)										
1. Name and A SCOGGINS	r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer						
MATRI [MATR				RIA HEALTHCARE INC 'R]				(Check all applicable)			
(Last)	(First) (	Middle)	3. Date o	of Earliest T	ransaction		-	Director		Owner	
				hul/Day/Teal)			_X_ Officer (give title Other (specify below) below)				
1850 PARKWAY PLACE 08/01/2				2005				Corporate VP-Financial Ops			
				endment, Date Original				6. Individual or Joint/Group Filing(Check			
				Month/Day/Year)				Applicable Line)			
	C A 20067						-	_X_ Form filed by Or Form filed by Mo			
MARIETTA	, GA 30007						I	Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)		sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	08/01/2005			S	6,522	D	\$ 37.3889	0	D		

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

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 control number.

 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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) (I	<b>)</b> )	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 22.67	03/28/1996		J	4,689		03/28/1999	03/28/2006	Common Stock	4,689
Option (right to buy)	\$ 17.83	10/20/1997		J	5,391		04/01/2001	10/20/2007	Common Stock	5,391
Option (right to buy)	\$ 14	02/24/1998		J	7,235		02/24/2002	02/24/2008	Common Stock	7,235
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	02/23/2000		J	6,047		02/23/2004	02/23/2010	Common Stock	6,047
Option (right to buy)	\$ 9.75	02/16/2001		J	6,047		02/16/2005	02/16/2011	Common Stock	6,047
Option (right to buy)	\$ 10.57	05/24/2001		J	2,250		05/24/2005	05/24/2011	Common Stock	2,250
Option (right to buy)	\$ 12.61	07/24/2001		J	6,750		07/24/2005	07/24/2011	Common Stock	6,750
Option (right to buy) <u>(1)</u>	\$ 12.37	02/19/2002		J	4,286		02/19/2006	02/19/2012	Common Stock	4,286
Option (right to buy) (2)	\$ 5.84	03/12/2003		J	8,626		03/12/2007	03/12/2013	Common Stock	8,626
Option (right to buy) $(3)$	\$ 7.15	04/22/2003		J	3,000		04/22/2008	04/22/2013	Common Stock	3,000
Option	\$ 11.97	09/29/2003		J	7,500		09/29/2008	09/29/2013	Common	7,500

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(right to buy) <u>(4)</u>							Stock	
Option (right to buy) $(5)$	\$ 13.58	12/18/2003	J	21,010	12/18/2008	12/18/2013	Common Stock	21,010
Option (right to buy) <u>(6)</u>	\$ 10.79	08/11/2004	J	9,000	08/11/2009	08/11/2014	Common Stock	9,000
Option (right to buy) (7)	\$ 29.97	06/08/2005	J	7,500	06/08/2010	06/08/2015	Common Stock	7,500
Option (right to buy) $\frac{(8)}{(8)}$	\$ 34.47	07/20/2005	J	10,000	07/20/2010	07/20/2015	Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
SCOGGINS YVONNE V 1850 PARKWAY PLACE MARIETTA, GA 30067			Corporate VP-Financial Ops					
Signatures								

## Signatures

Roberta L. McCaw, Attorney in Fact for Yvonne V. Scoggins

\*\*Signature of Reporting Person

### **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).

08/02/2005

Date

- (1) Granted on 2/19/2002 with 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.
- (2) Granted on 3/12/2003 and vests 20% per annum thereafter.
- (3) Granted on 4/22/2003 and vests 20% per annum thereafter.
- (4) Granted on 9/29/2003 and vests 20% per annum thereafter.
- (5) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (6) Granted on 8/11/2004 and vests 20% per annum thereafter.
- (7) Granted on 6/08/2005 and vests 20% per annum thereafter.
- (8) Granted on 7/20/2005 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.