MATRIA HEALTHCARE INC

Form 4

August 02, 2005

FORM 4

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

OMB Number:

3235-0287

2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * SCOGGINS YVONNE V

2. Issuer Name and Ticker or Trading

Issuer

Symbol

MATRIA HEALTHCARE INC [MATR]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(First) (Middle)

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

Director 10% Owner X_ Officer (give title Other (specify below) below)

1850 PARKWAY PLACE

(Street)

(State)

08/01/2005

Corporate VP-Financial Ops 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X 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

MARIETTA, GA 30067

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4)

(Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

0

Common 08/01/2005 Stock

Code V Amount (D) Price S 6,522 D 37.3889

(A)

D

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. Transactic 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 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) (1)	\$ 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) (4)							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) (6)	\$ 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) (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					
•	Director	10% Owner	Officer	Other		
SCOGGINS YVONNE V						
1850 PARKWAY PLACE			Corporate VP-Financial Ops			

Signatures

MARIETTA, GA 30067

Roberta L. McCaw, Attorney in Fact for Yvonne V. Scoggins 08/02/2005

**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 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.

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