

MCCA W ROBERTA L  
Form 4  
August 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
08/04/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-Legal & Secretary

MARIETTA, GA 30067

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

(City) (State) (Zip)

**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	08/04/2005		M	4,010 A \$ 12.61	4,790	D	
Common Stock	08/04/2005		M	1,125 A \$ 14.67	5,915	D	
Common Stock	08/04/2005		M	6,029 A \$ 14	11,944	D	
Common Stock	08/04/2005		M	938 A \$ 11.67	12,882	D	
Common Stock	08/04/2005		M	6,420 A \$ 14.33	19,302	D	

Edgar Filing: MCCA W ROBERTA L - Form 4

Common Stock	08/04/2005	M	2,250	A	\$ 10.57	21,552	D
Common Stock	08/04/2005	S	20,772	D	\$ 36.5	780	D
Common Stock						780	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.**

SEC 1474  
(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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Option (right to buy)	\$ 14.67	08/04/2005	08/04/2005	M		1,125	02/27/2000	02/27/2007	Common Stock	1,125
Option (right to buy)	\$ 14	08/04/2005	08/04/2005	M		6,029	02/24/2002	02/24/2008	Common Stock	6,029
Option (right to buy)	\$ 11.67	08/04/2005	08/04/2005	M		938	04/23/2002	04/23/2008	Common Stock	938
Option (right to buy)	\$ 14.33	08/04/2005	08/04/2005	M		6,420	02/23/2004	02/23/2010	Common Stock	6,420
Option (right to buy)	\$ 10.57	08/04/2005	08/04/2005	M		2,250	05/24/2005	05/24/2011	Common Stock	2,250
Option (right to buy)	\$ 12.61	08/04/2005	08/04/2005	M		4,010	07/24/2005	07/24/2011	Common Stock	4,010
Option (right to buy)	\$ 11						01/19/2002	01/19/2009	Common Stock	6,488

buy)

Option (right to buy)	\$ 9.75				02/16/2005	02/16/2011	Common Stock	6,645	
Option (right to buy) <sup>(1)</sup>	\$ 12.37				02/19/2006	02/19/2012	Common Stock	2,356	
Option (right to buy) <sup>(2)</sup>	\$ 5.84				03/12/2008	03/12/2013	Common Stock	6,212	
Option (right to buy) <sup>(3)</sup>	\$ 13.58				12/18/2008	12/18/2013	Common Stock	17,624	
Option (right to buy) <sup>(4)</sup>	\$ 16.79				08/11/2009	08/11/2014	Common Stock	9,000	
Option (right to buy) <sup>(5)</sup>	\$ 29.97	06/08/2005		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 08/08/2005

\_\_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 with 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.
- (3) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (4) Granted on 08/11/2004 and vests 20% per annum thereafter.
- (5) Granted on 06/08/2005 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.

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.