KUNTZ THORNTON A JR

Form 4

August 26, 2005

FORM 4

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KUNTZ THORNTON A JR Issuer Symbol MATRIA HEALTHCARE INC (Check all applicable) [MATR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 1850 PARKWAY PLACE 08/24/2005 VP-Administration (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) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly 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 Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		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	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/24/2005		M	5,627	A	\$ 22.67	10,028	D	
Common Stock	08/24/2005		M	7,235	A	\$ 14	17,263	D	
Common Stock	08/24/2005		M	6,488	A	\$ 11	23,751	D	
Common Stock	08/24/2005		M	6,047	A	\$ 9.75	29,798	D	
Common Stock	08/24/2005		M	1,500	A	\$ 10.57	31,298	D	

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Common Stock	08/24/2005	M	3,042	A	\$ 5.84	34,340	D
Common Stock	08/24/2005	S	26,897	D	\$ 35.059	7,443	D

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Option (right to buy)	\$ 22.67	08/24/2005		M		5,627	03/28/1999	03/28/2006	Common Stock	5,62
Option (right to buy)	\$ 17.83	10/20/1997		J	6,470		04/01/2000	10/20/2007	Common Stock	6,47
Option (right to buy)	\$ 14	08/24/2005		M		7,235	02/24/2002	02/24/2008	Common Stock	7,23
Option (right to buy)	\$ 11	08/24/2005		M		6,488	01/19/2002	01/19/2009	Common Stock	6,48
Option (right to buy)	\$ 14.33	02/23/2000		J	6,047		02/23/2004	02/23/2010	Common Stock	6,04
Option (right to buy)	\$ 9.75	08/24/2005		M		6,047	02/16/2005	02/16/2011	Common Stock	6,04
Option (right to buy)	\$ 10.57	08/24/2005		M		1,500	05/24/2005	05/24/2011	Common Stock	1,50
Option (right to	\$ 12.61	07/24/2001		J	4,500		07/24/2005	07/24/2011	Common Stock	4,50

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buy)									
Option (right to buy) (1)	\$ 12.37	02/19/2002	J	4,286		02/19/2006	02/19/2012	Common Stock	4,28
Option (right to buy) (2)	\$ 5.84	08/24/2005	M		3,042	03/12/2008	03/12/2013	Common Stock	3,04
Option (right to buy) (3)	\$ 13.58	12/18/2003	J	21,723		12/18/2008	12/18/2013	Common Stock	21,72
Option (right to buy) (4)	\$ 16.79	08/11/2004	J	9,000		06/08/2010	08/11/2014	Common Stock	9,00
Option (right to buy) (5)	\$ 29.97	06/08/2005	J	7,500		06/08/2010	06/08/2015	Common Stock	7,50

Reporting Owners

Reporting Owner Name / Address	Relationships							
F-	Director	10% Owner	Officer	Other				
KUNTZ THORNTON A JR								
1850 PARKWAY PLACE			VP-Administration					
MARIETTA, GA 30067								

Signatures

Roberta L. McCaw, Attorney in Fact for Thornton A.

Kuntz

**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 form 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.

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