MATRIA HEALTHCARE INC

Form 4

October 21, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * HALL THOMAS S

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

MATRIA HEALTHCARE INC [MATR]

3. Date of Earliest Transaction

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

(Check all applicable)

(Month/Day/Year)

10/20/2005

below) President & COO

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Person

MARIETTA, GA 30067

1850 PARKWAY PLACE

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) Owned Ownership (Instr. 8) (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) Amount (D) Price Common 10/20/2005 40 249 D Stock (1) 27.57

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities	3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) (2)	\$ 6.2					10/22/2006	10/22/2012	Common Stock	100,003	
Option (right to buy) (3)	\$ 5.84					03/12/2007	03/12/2013	Common Stock	32,400	
Option (right to buy) (4)	\$ 16.79					08/11/2008	08/11/2014	Common Stock	33,751	
Option (right to buy) (5)	\$ 29.97					06/08/2010	06/08/2015	Common Stock	33,750	

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

HALL THOMAS S 1850 PARKWAY PLACE MARIETTA, GA 30067

President & COO

Signatures

Roberta L. McCaw, Attorney in Fact for Thomas S. Hall

**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) Purchased pursuant to Employee Stock Purchase Plan for quarter ended 09/30/2005.
- (2) Shares subject to accelerated vesting based on Issuer's performance with full vesting to occur no later than 10/22/2006.
- (3) Granted on 03/12/2003 and vests 20% per annum thereafter.
- (4) Granted on 08/11/2004 and vests 20% per annum thereafter.

Reporting Owners 2

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(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.