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

Expires:

January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

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

Symbol

5. Relationship of Reporting Person(s) to Issuer

MATRIA HEALTHCARE INC

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

1850 PARKWAY PLACE

(Street)

(State)

(Month/Day/Year) 10/20/2005

[MATR]

President & COO

6. Individual or Joint/Group Filing(Check

(Zip)

Applicable Line)

4. If Amendment, Date Original 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

below)

MARIETTA, GA 30067

(City)

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

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

5. Amount of Securities Beneficially Owned (D) or Following (Instr. 4)

7. Nature of Ownership Indirect Form: Direct Beneficial Ownership Indirect (I) (Instr. 4)

(A)

Reported Transaction(s)

Amount (D) Price (Instr. 3 and 4)

Common 10/20/2005 Stock (1)

40 27.57

249

D

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

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(9-02)

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | e | 7. Title and A Underlying S (Instr. 3 and | Securities | { } (|
|---|---|---|---|--|---|---------------------|--------------------|---|----------------------------------|-------------|
| | | | | 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 |
|--------------------------------|---------------|
|--------------------------------|---------------|

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).
- $(1) \quad \text{Purchased pursuant to Employee Stock Purchase Plan for quarter ended 09/30/2005}.$
- (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.