PETIT PARKER H Form 4/A

November 08, 2005

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

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

Common

Stock (1)

08/08/1988

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol MATRIA HEALTHCARE INC [MATR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Month			(Month/E	Date of Earliest Transaction Month/Day/Year) 7/20/2005				_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman of the Board and CEO		
Filed(N 07/22				If Amendment, Date Original led(Month/Day/Year) 7/22/2005				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
MARIETTA	A, GA 30067						Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquirec Disposec (Instr. 3,	d (A) o))	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)
Common Stock (1)	08/08/1988			J	0	A	\$0	811,006	D	
Common Stock (1)	08/08/1988			J	0	A	\$0	3,750	I	Petit Grantor Trust
Common Stock (1)	08/08/1988			J	0	A	\$ 0	68,832	I	Limited Partnership

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

J

0

Α

\$0

6,720

By Spouse

Ι

Edgar Filing: PETIT PARKER H - Form 4/A

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)

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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 of Number of Shares
Option (right to buy)	\$ 14.33	12/15/1997		J	1,875	12/15/1998	12/15/2007	Common Stock	1,875
Option (right to buy)	\$ 14	02/24/1998		J	22,500	02/24/1999	02/24/2008	Common Stock	22,500
Option (right to buy)	\$ 12.16	05/18/1998		J	3,750	05/18/1999	05/18/2008	Common Stock	3,750
Option (right to buy)	\$ 11	01/19/1999		J	22,500	01/19/2000	01/19/2009	Common Stock	22,500
Option (right to buy)	\$ 16	07/23/1999		J	3,750	07/23/2000	07/23/2009	Common Stock	3,750
Option (right to buy)	\$ 12	05/18/2000		J	3,750	05/18/2001	05/18/2010	Common Stock	3,750
Option (right to buy)	\$ 9.33	04/15/2005		J	27,011	10/04/2004	10/04/2010	Common Stock	58,126
Option (right to buy)	\$ 9.75	04/15/2005		J	46,892	02/16/2005	02/16/2011	Common Stock	58,126
Option (right to buy)	\$ 10.57	05/24/2001		J	300,000	05/24/2005	05/24/2011	Common Stock	300,000
Option (right to	\$ 12.37	02/19/2002		J	36,503	02/19/2006	02/19/2012	Common Stock	36,503

Edgar Filing: PETIT PARKER H - Form 4/A

buy) (2)								
Option (right to buy) (3)	\$ 5.84	03/13/2003	J	69,001	03/13/2008	03/13/2013	Common Stock	69,001
Option (right to buy) (4)	\$ 13.58	12/18/2003	J	58,253	12/18/2008	12/18/2013	Common Stock	58,253
Option (right to buy) (5)	\$ 16.79	08/11/2004	J	58,126	08/11/2009	08/11/2014	Common Stock	58,126
Option (right to buy) (6)	\$ 29.97	06/08/2005	A	58,500	06/08/2010	06/08/2015	Common Stock	58,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolong of the Fund of Fund of	Director	10% Owner	Officer	Other			
PETIT PARKER H 1850 PARKWAY PLACE	X		Chairman of the Board and CEO				
MARIETTA, GA 30067							

Signatures

Roberta L. McCaw, Attorney in Fact for Parker H.
Petit

11/08/2005

**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) No transaction to report.
- (2) Granted 2/19/2002 with full 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.
- (3) Granted 3/13/2003 and vests 20% per annum thereafter.
- (4) Granted 12/18/2003 and vests 20% per annum thereafter.
- (5) Granted 8/11/2004 and vests 20% per annum thereafter.
- (6) Granted 6/8/2005 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.

Reporting Owners 3