PETIT PARKER H Form 4/A

November 08, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

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

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(Instr. 3 and 4)

D

Ι

Ι

Ι

811,006

3,750

68,832

6,720

Price

\$0

\$0

\$0

\$0

A

A

1(b).

Common

Stock (1)
Common

Stock (1)

Common

Stock (1)

Common

Stock (1)

08/08/1988

08/08/1988

08/08/1988

08/08/1988

(Print or Type Responses)

1. Name and A PETIT PAR	ddress of Reporting F KER H	Person * 2. Issue Symbol	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) (M	fiddle) 3. Date o	f Earliest Tı	ransaction	_X_ Director		0% Owner		
		(Month/I	(Month/Day/Year) 07/20/2005			give title C below)	ther (specify		
1850 PARK	WAY PLACE	07/20/2				below) below) Chairman of the Board and CEO			
	(Street)	4. If Ame	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line)			
		`	07/22/2005			_X_ Form filed by One Reporting Person			
MADIETTA	A, GA 30067	0112212	0112212003			Form filed by More than One Reporting			
MAKILTIA	1, UA 30007				Person				
(City)	(State)	(Zip) Tab	le I - Non-E	Derivative Securities A	cquired, Disposed	l of, or Benefic	ially Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect		
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership		
					Following	Indirect (I)	(Instr. 4)		
				(A)	Reported	(Instr. 4)			
				(A) or	Transaction(s)	Transaction(s)			
				OI.	/T 0 1 1)				

Code V Amount (D)

0

0

0

0

J

J

J

J

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

Petit Grantor

Trust

Limited

Partnership

By Spouse

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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

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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.

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