Edgar Filing: MENGERT STEPHEN M - Form 4

MENGERT S Form 4	TEPHEN M										
November 09	, 2005										
FORM	UNITEDS	4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed purs Filed purs Section 17(a	suant to S	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES to Section 16(a) of the Securities Exchange Act of 1934, he Public Utility Holding Company Act of 1935 or Section (h) of the Investment Company Act of 1940						Expires: Estimated a burden hou response	irs per	
(Print or Type Re	esponses)										
MENGERT STEPHEN M Symbol MATR			Symbol	r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M WAY PLACE	liddle)		Earliest Tra 19/Year)	ansaction			Director X Officer (give below) VP-I		ó Owner er (specify)	
			endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
MARIETTA	, GA 30067							Form filed by M Person			
(City)	(State) (Zip)	Table	I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o of (D 4 and (A) or) 5)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	08/08/1988			Code V J	Amount 0	(D) A	Price \$ 0		D		

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

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

(3) Granted on 02/20/2003 wi Reporting Owners

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) (2)	\$ 8.48	09/03/2002		J	13,334	09/03/2007	09/13/2012	Common Stock	13,334
Option (right to buy) (3)	\$ 7.46	02/20/2003		J	10,000	02/20/2008	02/20/2013	Common Stock	10,000
Option (right to buy) (4)	\$ 25.18	08/11/2004		J	7,500	08/11/2009	08/11/2014	Common Stock	7,500
Option (right to buy) (5)	\$ 29.97	06/08/2005		J	11,250	06/08/2010	06/08/2015	Common Stock	11,250
Option (right to buy) <u>(6)</u>	\$ 34.67	11/08/2005		А	10,000	11/08/2008	11/08/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
L O	Director	10% Owner	Officer	Other			
MENGERT STEPHEN M 1850 PARKWAY PLACE MARIETTA, GA 30067			VP-Finance & CFO				
Signaturaa							

Signatures

Roberta L. McCaw, Attorney-in-Fact for Stephen M. Mengert

**Signature of Reporting Person

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 on 09/03/2002 with full vesting to occur no later than 09/03/2006 with acceleration based on Matria's performance.

(3) Granted on 02/20/2003 with full vesting to occur no later than 4 years from 02/20/2003 with acceleration based on Matria's performance.

11/09/2005

Date

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- (4) Granted 08/11/2004 and vests 20% per annum thereafter.
- (5) Granted 06/08/2005 and vests 20% per annum thereafter.
- (6) Granted on 11/08/2005 and vests 33 1/3% 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.