#### MATRIA HEALTHCARE INC

Form 4 April 25, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Ac PETIT PARI	•	ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MATRIA HEALTHCARE INC [MATR]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	X Director 10% Owner			
			(Month/Day/Year)	X Officer (give title Other (specify below)			
1850 PARKY	WAY PLAC	E	04/21/2006	Chairman of the Board and CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				_X_ Form filed by One Reporting Person			
MARIETTA	GA 30067			Form filed by More than One Reporting Person			
111111111111111111111111111111111111111	, 011 30007						
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	es Acquired, Disposed of, or Beneficially Owned			
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1.Title of	2. Transaction Date		3.	4. Securit		•	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		or(A) or Di	sposed	ot	Securities	Ownership	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(D) (Instr. 3, 4	1 and 4	5)	Beneficially Owned	Form: Direct (D) or Indirect (I)	Beneficial Ownership
		(Wollanday, Tear)	(mstr. o)	(111341. 5,	i dira .	·)	Following		(Instr. 4)
					(A)		Reported	(Instr. 4)	
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock (1)	04/21/2006		A	37,500	A	\$0	853,506	D	
Common Stock (2)	08/08/1988		J	0	A	\$ 0	3,750	I	Petit Grantor Trust
Common Stock (2)	08/08/1988		J	0	A	\$ 0	73,832	I	Limited Partnership
Common Stock (2)	08/08/1988		J	0	A	\$0	6,720	I	By Spouse

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

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SEC 1474 (9-02)

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

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 TransactionDerivative 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	10/04/2000		J	27,011	10/04/2004	10/04/2010	Common Stock	27,011
Option (right to buy)	\$ 9.75	02/06/2001		J	46,892	02/16/2005	02/16/2011	Common Stock	46,892
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) (3)								
Option (right to buy) (4)	\$ 5.84	03/12/2003	J	69,001	03/12/2008	03/12/2013	Common Stock	69,001
Option (right to buy) (5)	\$ 13.58	12/18/2003	J	58,253	12/18/2008	12/18/2013	Common Stock	58,253
Option (right to buy) (6)	\$ 16.79	08/11/2004	J	58,126	08/11/2009	08/11/2014	Common Stock	58,126
Option (right to buy) (7)	\$ 29.97	06/08/2005	J	58,500	06/08/2010	06/08/2015	Common Stock	58,500
Option (right to buy) (8)	\$ 34.67	11/08/2005	J	150,000	11/08/2008	11/08/2015	Common Stock	150,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r	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 04/25/2006

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

Date

- (1) Grant of restricted stock, which will vest in equal one-third increments over a period of three years upon the achievement of certain performance criteria.
- (2) No transaction to report.
- (3) 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.
- (4) Granted 3/13/2003 and vests 20% per annum thereafter.
- (5) Granted 12/18/2003 and vests 20% per annum thereafter.
- (6) Granted 8/11/2004 and vests 20% per annum thereafter.
- (7) Granted 6/8/2005 and vests 20% per annum thereafter.
- (8) 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.

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