MATRIA HEALTHCARE INC

Form 4 April 26, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hassett Richard M

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MATRIA HEALTHCARE INC [MATR]

(Check all applicable)

10% Owner

(Middle)

(Zip)

(Month/Day/Year)

3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title Other (specify below) below)

Director

1850 PARKWAY PLACE

04/26/2006

6. Individual or Joint/Group Filing(Check

President and COO

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _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

MARIETTA, GA 30067

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

(State)

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

Securities Beneficially Owned Following

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

P

Reported Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Code V Amount (D) Price

Common Stock

(Instr. 3)

04/26/2006

3,600 Α 30.9684

(A)

19,573

D

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

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerci Expiration Dat (Month/Day/Y	te	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) (1)	\$ 23.81	11/15/2004		J	75,000	11/15/2009	11/15/2014	Common Stock	75,000
Option (right to buy) (2)	\$ 28.48	02/22/2005		J	75,000	02/22/2010	02/22/2015	Common Stock	75,000
Option (right to buy) (3)	\$ 29.97	08/08/2005		J	22,500	08/08/2010	08/08/2015	Common Stock	22,500
Option (right to buy) (4)	\$ 34.47	07/20/2005		J	10,000	07/20/2010	07/20/2015	Common Stock	10,000
Option (right to buy) (5)	\$ 34.11	11/07/2006		J	50,000	11/07/2008	11/07/2015	Common Stock	50,000
Option (right to buy) (6)	\$ 40.33	01/04/2006		J	25,000	01/04/2009	01/04/2016	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Ac	Relationships

Director 10% Owner Officer Other

Hassett Richard M 1850 PARKWAY PLACE MARIETTA, GA 30067

President and COO

Signatures

Roberta L. McCaw, Attorney-in-Fact for Richard M.
Hassett

04/26/2006

**Signature of Reporting Person Date

Reporting Owners 2

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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) Granted on 11/15/2004 and vests 20% per annum thereafter.
- (2) Granted on 02/22/2005 and vests 20% per annum thereafter.
- (3) Granted on 06/08/2005 and vests 20% per annum thereafter.
- (4) Granted on 07/20/2005 and vests 20% per annum thereafter.
- (5) Granted on 11/07/2005 and vests 33 1/3% per annum thereafter.
- (6) Granted on 01/04/2006 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.