LOTHROP DONALD J Form 3 June 06, 2006 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address Person <u>*</u> LOTHROP I	1	U	2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol MATRIA HEALTHCARE INC [MATR]					
(Last) (F	ïirst)	(Middle)	05/31/2006	4. Relationsh Person(s) to I	ip of Reporting	5. If Amendment, Date Original Filed(Month/Day/Year)				
7854 BICENTENNIAL PLACE (Street) MONTGOMERY, OH 45249				(Check	all applicable					
				X Directo Officer (give title below	r 10% Othe w) (specify bel	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City) (S	tate)	(Zip)	Table I -	Non-Derivat	tive Securit	ies Be	neficially Owned			
1.Title of Security (Instr. 4)			2. Amount Beneficial (Instr. 4)	of Securities ly Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	-			
Common Stock			0		D	Â				
Reminder: Report of owned directly or in	-	e line for ea	ch class of securities benef	icially S	EC 1473 (7-02	2)				
	informa require	oond to the collection o ined in this form are n nd unless the form dis IB control number.	ot							

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

1. Title of Derivative Security (Instr. 4)	rity 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	ion Ownership Benefici ise Form of Ownersh	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

3235-0104

January 31,

2005

0.5

Number:

Expires:

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			Shares		(I) (Instr. 5)	
Option (Right to Buy) (1) 05/31/200	7 05/31/2016	Common Stock	6,000	\$ 28.86	D	Â
Reporting Owners						
Reporting Owner Name / Address	Relationships					
D	irector 10% Owr	er Officer	Other			
I OTHROP DONALD I						

LOTHROP DONALD J 7854 BICENTENNIAL PLACE Â X Â Â MONTGOMERY, OHÂ 45249

Signatures

Roberta L. McCaw as Attorney-in-Fact for Donald J.06/06/2006Lothrop06/06/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 05/31/2006 under Issuer's Non-employee Stock Option Plan and vesting 1/12 a month.

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.