

MATRIA HEALTHCARE INC
 Form 4
 August 04, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 of Reporting Person *
MCCA W ROBERTA L

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) (Middle)
1850 PARKWAY PLACE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Legal & Secretary

MARIETTA, GA 30067

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/02/2005		M	4,407 A \$ 13.58	5,187	D	
Common Stock	08/03/2005		M	3,234 A \$ 17.83	8,421	D	
Common Stock	08/03/2005		M	225 A \$ 14.33	8,646	D	
Common Stock	08/03/2005		M	2,740 A \$ 12.61	11,386	D	
Common Stock	08/03/2005		M	2,355 A \$ 12.37	13,741	D	

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Common Stock	08/03/2005	M	4,139	A	\$ 5.84	17,880	D
Common Stock	08/03/2005	S	7,000	D	\$ 36.9012	10,880	D
Common Stock	08/03/2005	S	10,100	D	\$ 36.7312	780	D

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	\$ 14.67	02/27/1997		J	1,125	02/27/2000 02/27/2007	Common Stock	1,125
Option (right to buy)	\$ 17.83	08/03/2005		M	3,234	04/01/2000 10/20/2007	Common Stock	3,234
Option (right to buy)	\$ 14	02/24/1998		J	6,029	02/24/2002 02/24/2008	Common Stock	6,029
Option (right to buy)	\$ 11.67	04/23/1998		J	938	04/23/2002 04/23/2008	Common Stock	938
Option (right to buy)	\$ 11	01/19/1999		J	6,488	01/19/2002 01/19/2009	Common Stock	6,488
Option (right to buy)	\$ 14.33	08/03/2005		M	225	02/23/2004 02/23/2010	Common Stock	6,645
	\$ 9.75	02/16/2001		J	6,645	02/16/2005 02/16/2011		6,645

Option (right to buy)								Common Stock	
Option (right to buy)	\$ 10.57	05/24/2001	J	2,250	05/24/2005	05/24/2011		Common Stock	2,250
Option (right to buy)	\$ 12.61	08/03/2005	M	2,740	07/24/2005	07/24/2011		Common Stock	2,740
Option (right to buy) ⁽¹⁾	\$ 12.37	08/03/2005	M	2,355	02/19/2006	02/19/2012		Common Stock	4,711
Option (right to buy) ⁽²⁾	\$ 5.84	08/02/2005	M	4,139	03/12/2008	03/12/2013		Common Stock	4,139
Option (right to buy) ⁽³⁾	\$ 13.58	08/02/2005	M	4,407	12/18/2008	12/18/2013		Common Stock	4,407
Option (right to buy) ⁽⁴⁾	\$ 16.79	08/11/2004	J	9,000	08/11/2009	08/11/2014		Common Stock	9,000
Option (right to buy) ⁽⁵⁾	\$ 29.97	06/08/2005	J	9,000	06/08/2010	06/08/2015		Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCA W ROBERTA L 1850 PARKWAY PLACE MARIETTA, GA 30067			VP-Legal & Secretary	

Signatures

Kim L. Blankenship, Attorney in Fact for Roberta L.
McCaw 08/04/2005

**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) Granted on 02/19/2002 will full vesting to occur no later than 4 years from 02/19/2002 and no sooner than 2 years from 02/19/2002 with acceleration based on Matria's performance.

(2) Granted on 03/12/2003 and vests 20% per annum thereafter.

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- (3) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (4) Granted on 8/11/2004 and vests 20% per annum thereafter.
- (5) Granted on 6/08/2005 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.

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