

MCCA W ROBERTA L
 Form 4
 February 15, 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)
 01/13/2005

____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u>	01/13/2005		J	93	A \$ 24.45	378	D
Common Stock <u>(2)</u>	02/03/2005		J	189	A \$ 0	567	D

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

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SEC 1474 (9-02)

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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	10/20/1997		J		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	02/23/2000		J		6,645		02/23/2004	02/23/2010	Common Stock	6,645
Option (right to buy) ⁽³⁾	\$ 9.75	02/16/2001		J		6,645		02/16/2005	02/16/2011	Common Stock	6,645
Option (right to buy) ⁽⁴⁾	\$ 10.57	05/24/2001		J		2,250		05/24/2005	05/24/2011	Common Stock	2,250
Option (right to buy) ⁽⁵⁾	\$ 12.61	07/24/2001		J		6,750		07/24/2005	07/24/2011	Common Stock	6,750
Option (right to buy) ⁽⁶⁾	\$ 12.37	02/19/2002		J		4,711		02/19/2006	02/19/2012	Common Stock	4,711
Option (right to buy)	\$ 5.84	03/12/2003		J		10,351		03/12/2008	03/12/2013	Common Stock	10,351

