MATRIA HEALTHCARE INC
Form 4
July 05, 2005

FORM 4

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

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HALL THOMAS S

(Last) (First) (Middle)

1850 PARKWAY PLACE

(Street)

MARIETTA, GA 30067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MATRIA HEALTHCARE INC [MATR]

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check 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

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 (1)	08/08/1988		J		0	A	$ 0	168	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)

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) (2)	$ 6.2	10/22/2002		J		100,003		10/22/2006	10/22/2012	Common Stock	100,003
Option (right to buy) (3)	$ 5.84	10/26/2003		J		32,400		03/12/2007	03/12/2013	Common Stock	32,400
Option (right to buy) (4)	$ 16.79	08/11/2004		J		33,751		08/11/2008	08/11/2014	Common Stock	33,751
Option (right to buy) (5)	$ 29.97	06/08/2005		A		33,750		06/08/2010	06/08/2015	Common Stock	33,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL THOMAS S 1850 PARKWAY PLACE MARIETTA, GA 30067			President & COO	

Signatures

Roberta L. McCaw, Attorney in Fact for Thomas S. Hall	07/05/2005
**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) No transaction to report.

(2) Shares subject to accelerated vesting based on Issuer's performance with full vesting to occur no later than 10/22/2006.

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

(4) Granted 08/11/2004 and vests 20% per annum thereafter.

(5) Granted 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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