

MATRIA HEALTHCARE INC

Form 4

April 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 *
PETIT PARKER H

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)
04/15/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

MARIETTA, GA 30067

(City) (State) (Zip)

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

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	04/15/2005		M		31,115 A \$ 9.33	D	
Common Stock ⁽¹⁾	08/08/1988		J		0 A \$ 0	I	Petit Grantor Trust
Common Stock ⁽¹⁾	08/08/1988		J		0 A \$ 0	I	Limited Partnership
Common Stock ⁽¹⁾	08/08/1988		J		0 A \$ 0	I	By Spouse
Common Stock	04/15/2005		M		11,234 A \$ 9.75	D	

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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 Security (Instr. 3 and 4)	Amount of Shares
					V	(A)	(D)	Date Exercisable		
Option (right to buy)	\$ 14.33	12/15/1997		A		1,875		12/15/1998 12/15/2007	Common Stock	1
Option (right to buy)	\$ 14	02/24/1998		A		22,500		02/24/1999 02/24/2008	Common Stock	22
Option (right to buy)	\$ 12.16	05/18/1998		A		3,750		05/18/1999 05/18/2008	Common Stock	3
Option (right to buy)	\$ 11	01/19/1999		A		22,500		01/19/2000 01/19/2009	Common Stock	22
Option (right to buy)	\$ 16	07/23/1999		A		3,750		07/23/2000 07/23/2009	Common Stock	3
Option (right to buy)	\$ 12	05/18/2000		A		3,750		05/18/2001 05/18/2010	Common Stock	3
Option (right to buy)	\$ 9.33	04/15/2005		M		31,115		10/04/2004 10/04/2010	Common Stock	58
Option (right to buy)	\$ 9.75	04/15/2005		M		11,234		02/16/2005 02/16/2011	Common Stock	58
Option (right to buy) ⁽²⁾	\$ 10.57	05/24/2001		A		300,000		05/24/2005 05/24/2011	Common Stock	30
Option (right to buy)	\$ 12.37	02/19/2002		A		36,503		02/19/2006 02/19/2012	Common Stock	36

