

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

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 *
 SCOGGINS YVONNE V

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 Corporate Finance

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	4,689 A \$ 22.67	4,689	D	
Common Stock	08/02/2005		M	5,391 A \$ 17.83	10,080	D	
Common Stock	08/02/2005		M	7,235 A \$ 14	17,315	D	
Common Stock	08/02/2005		M	6,488 A \$ 11	23,803	D	
Common Stock	08/02/2005		M	6,047 A \$ 14.33	29,850	D	

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Common Stock	08/02/2005	M	6,047	A	\$ 9.75	35,897	D
Common Stock	08/02/2005	M	2,250	A	\$ 10.57	38,147	D
Common Stock	08/02/2005	M	6,750	A	\$ 12.61	44,897	D
Common Stock	08/02/2005	M	2,142	A	\$ 12.37	47,039	D
Common Stock	08/02/2005	M	3,167	A	\$ 5.84	50,206	D
Common Stock	08/02/2005	M	1,200	A	\$ 7.15	51,406	D
Common Stock	08/02/2005	M	1,500	A	\$ 11.97	52,906	D
Common Stock	08/02/2005	M	4,204	A	\$ 13.58	57,110	D
Common Stock	08/02/2005	S	57,110	D	\$ 36.7367	0	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 22.67	08/02/2005		M	4,689	03/28/1999	03/28/2006	Common Stock	4,689
Option (right to buy)	\$ 17.83	08/02/2005		M	5,391	04/01/2001	10/20/2007	Common Stock	5,391
Option (right to buy)	\$ 14	08/02/2005		M	7,235	02/24/2002	02/24/2008	Common Stock	7,235

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buy)									
Option (right to buy)	\$ 11	08/02/2005	M	6,488	01/19/2002	01/19/2009	Common Stock	6,488	
Option (right to buy)	\$ 14.33	08/02/2005	M	6,047	02/23/2004	02/23/2010	Common Stock	6,047	
Option (right to buy)	\$ 9.75	08/02/2005	M	6,047	02/16/2005	02/16/2011	Common Stock	6,047	
Option (right to buy)	\$ 10.57	08/02/2005	M	2,250	05/24/2005	05/24/2011	Common Stock	2,250	
Option (right to buy)	\$ 12.61	08/02/2005	M	6,750	07/24/2005	07/24/2011	Common Stock	6,750	
Option (right to buy) ⁽¹⁾	\$ 12.37	08/02/2005	M	2,142	02/19/2006	02/19/2012	Common Stock	2,142	
Option (right to buy) ⁽²⁾	\$ 5.84	08/02/2005	M	3,167	03/12/2007	03/12/2013	Common Stock	3,167	
Option (right to buy) ⁽³⁾	\$ 7.15	08/02/2005	M	1,200	04/22/2008	04/22/2013	Common Stock	1,200	
Option (right to buy) ⁽⁴⁾	\$ 11.97	08/02/2005	M	1,500	09/29/2008	09/29/2013	Common Stock	1,500	
Option (right to buy) ⁽⁵⁾	\$ 13.58	08/02/2005	M	4,204	12/18/2008	12/18/2013	Common Stock	4,204	
Option (right to buy) ⁽⁶⁾	\$ 10.79	08/11/2004	J	9,000	08/11/2009	08/11/2014	Common Stock	9,000	
Option (right to buy) ⁽⁷⁾	\$ 29.97	06/08/2005	J	7,500	06/08/2010	06/08/2015	Common Stock	7,500	
Option (right to buy) ⁽⁸⁾	\$ 34.47	07/20/2005	J	10,000	07/20/2010	07/20/2015	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOGGINS YVONNE V 1850 PARKWAY PLACE MARIETTA, GA 30067			VP Corporate Finance	

Signatures

Yvonne V. Scoggins
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) Shares subject to accelerated vesting based on Matria's performance with full vesting to occur no later than 2/19/2006.
- (2) Granted on 3/12/2003 and vests 20% per annum thereafter.
- (3) Granted on 4/22/2003 and vests 20% per annum thereafter.
- (4) Granted on 9/29/2003 and vests 20% per annum thereafter.
- (5) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (6) Granted on 8/11/2004 and vests 20% per annum thereafter.
- (7) Granted on 6/08/2005 and vests 20% per annum thereafter.
- (8) Granted on 7/20/2005 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. 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.