

MATRIA HEALTHCARE INC  
 Form 4  
 November 14, 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 \*  
**WEBER DONALD W**

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)  
**525 OLD COBBLESTONE DRIVE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/09/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**DUNWOODY, GA 30350**  
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock <sup>(1)</sup>     | 11/09/2005                           |  | J                              |   | 14,427  | D  | \$ 35.89                                   |
|                                 |                                      |  |                                |   | 0   | I  |  |
| Common Stock <sup>(1)</sup>     | 11/09/2005                           |  | J                              |   | 14,427  | A  | \$ 35.89                                   |
|                                 |                                      |  |                                |   | 20,052  | D  |  |

By  
 Turtlecreek  
 LP

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 Purchase)                 | \$ 12  | 05/18/2000                           |  | A                              |   | 1,875  |     | 05/18/2001  | 05/18/2010      | Common Stock | 1,875                      |
| Option (Right to Purchase)                 | \$ 10.57   | 05/24/2001                           |  | A                              |   | 5,625  |     | 05/24/2002  | 05/24/2011      | Common Stock | 5,625                      |
| Option (Right to Purchase)                 | \$ 14.57   | 06/03/2004                           |  | A                              |   | 10,125   |     | 06/03/2005  | 06/03/2014      | Common Stock | 10,125                     |
| Option (Right to Purchase)<br>(2)          | \$ 29.33   | 06/01/2005                           |  | A                              |   | 6,000  |     | 06/01/2006  | 06/01/2015      | Common Stock | 6,000                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WEBER DONALD W<br>525 OLD COBBLESTONE DRIVE<br>DUNWOODY, GA 30350 |               | X         |         |       |

## Signatures

Roberta L. McCaw as Power of Attorney for Donald W. Weber

11/11/2005

\_\_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) Private purchase by reporting person from family partnership.

(2) Granted 06/01/2005 under Issuer's Non-Employee Director Stock Option Plan and vests in twelve monthly installments from date of grant.

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