

MCCA W ROBERTA L
Form 4
August 08, 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)
08/04/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP-Legal & Secretary

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)
				(A) or (D)	Price		
Common Stock	08/04/2005		M	4,010	A \$ 12.61	4,790	D
Common Stock	08/04/2005		M	1,125	A \$ 14.67	5,915	D
Common Stock	08/04/2005		M	6,029	A \$ 14	11,944	D
Common Stock	08/04/2005		M	938	A \$ 11.67	12,882	D
Common Stock	08/04/2005		M	6,420	A \$ 14.33	19,302	D

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Common Stock	08/04/2005	M	2,250	A	\$ 10.57	21,552	D
Common Stock	08/04/2005	S	20,772	D	\$ 36.5	780	D
Common Stock						780	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	Title	Amount or Number of Shares
Option (right to buy)	\$ 14.67	08/04/2005	08/04/2005	M		1,125		02/27/2000 02/27/2007	Common Stock 1,125
Option (right to buy)	\$ 14	08/04/2005	08/04/2005	M		6,029		02/24/2002 02/24/2008	Common Stock 6,029
Option (right to buy)	\$ 11.67	08/04/2005	08/04/2005	M		938		04/23/2002 04/23/2008	Common Stock 938
Option (right to buy)	\$ 14.33	08/04/2005	08/04/2005	M		6,420		02/23/2004 02/23/2010	Common Stock 6,420
Option (right to buy)	\$ 10.57	08/04/2005	08/04/2005	M		2,250		05/24/2005 05/24/2011	Common Stock 2,250
Option (right to buy)	\$ 12.61	08/04/2005	08/04/2005	M		4,010		07/24/2005 07/24/2011	Common Stock 4,010
Option (right to buy)	\$ 11							01/19/2002 01/19/2009	Common Stock 6,488

