

MATRIA HEALTHCARE INC
Form 4
June 03, 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 *
ZUSPAN FREDERICK P

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)
10520 BUTTON WILLOW DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2005

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

LAS VEGAS, NV 89134

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 or (D) Price | | | |
| Common Stock ⁽¹⁾ | 08/08/1988 | | J | 0 D \$ 0 | 325 | D | |
| Common Stock ⁽¹⁾ | 08/08/1988 | | J | 0 A \$ 0 | 187 | I | Zuspan Associates Partnership |
| Common Stock ⁽¹⁾ | 08/08/1988 | | J | 0 A \$ 0 | 5,680 | I | by Wife |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Purchase) | \$ 24.67 | 03/08/1996 | | J | 1,875 | 03/08/1997 03/08/2006 | Common Stock | 1,875 |
| Option (Right to Purchase) | \$ 8.29 | 05/21/2003 | | J | 3,469 | 05/21/2004 05/21/2013 | Common Stock | 3,469 |
| Option (Right to Purchase) | \$ 14.57 | 06/03/2004 | | J | 5,905 | 06/03/2005 06/03/2014 | Common Stock | 5,905 |
| Option (Right to Purchase) <u>(2)</u> | \$ 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 |
| ZUSPAN FREDERICK P 10520 BUTTON WILLOW DRIVE LAS VEGAS, NV 89134 | | X | | |

Signatures

Roberta L. McCaw as Power of Attorney for Fredrick P.
Zuspan

06/03/2005

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

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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