

MATRIA HEALTHCARE INC
Form 4
February 17, 2006

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 *
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)
02/15/2006

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V | Amount or Price | | |
| Common Stock | 02/15/2006 | | M | | 2,439 A \$ 13.58 | 16,526 | D |
| Common Stock | 02/15/2006 | | S | | 2,142 D \$ 45 | 14,384 | D |
| Common Stock | 02/16/2006 | | M | | 1,801 A \$ 16.79 | 16,185 | D |
| Common Stock | 02/16/2006 | | S | | 2,098 D \$ 45 | 14,087 | 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 Securities (Instr. 3 and 4) | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽¹⁾ | \$ 12.37 | 02/19/2002 | | J | | 2,356 | | 02/19/2006 | 02/19/2012 | Common Stock | 2,356 |
| Option (right to buy) ⁽²⁾ | \$ 5.84 | 03/12/2003 | | J | | 6,212 | | 03/12/2008 | 03/12/2013 | Common Stock | 6,212 |
| Option (right to buy) ⁽³⁾ | \$ 13.58 | 02/15/2006 | | M | | 2,439 | | 12/18/2008 | 12/18/2013 | Common Stock | 2,439 |
| Option (right to buy) ⁽⁴⁾ | \$ 16.79 | 02/16/2006 | | M | | 1,801 | | 08/11/2009 | 08/11/2014 | Common Stock | 1,801 |
| Option (right to buy) ⁽⁵⁾ | \$ 29.97 | 06/08/2005 | | J | | 9,000 | | 06/08/2010 | 06/08/2015 | Common Stock | 9,000 |
| Option (right to buy) ⁽⁶⁾ | \$ 34.67 | 11/08/2005 | | J | | 15,000 | | 11/08/2008 | 11/08/2015 | Common Stock | 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

MCCA W ROBERTA L
1850 PARKWAY PLACE
MARIETTA, GA 30067

Director 10% Owner Officer Other

VP-Legal & Secretary

Signatures

Roberta L.
McCaw

02/17/2006

 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) Granted on 02/19/2002 with full vesting to occur no later than 4 years from 02/19/2002 and no sooner than 2 years from 02/19/2002 with acceleration based on Matria's performance.
- (2) Granted on 03/12/2003 and vests 20% per annum thereafter.
- (3) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (4) Granted on 08/11/2004 and vests 20% per annum thereafter.
- (5) Granted on 06/08/2005 and vests 20% per annum thereafter.
- (6) Granted on 11/08/2005 and vests 33 1/3% 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.

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