

MATRIA HEALTHCARE INC
 Form 4
 December 08, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
12/02/2004

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

LAS VEGAS, NV 89134

(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 Ownership (Instr. 4)		
				(A) or (D)					
			Code	V	Amount		Price		
Common Stock	12/02/2004		M		1,250	A	\$ 21.5	1,467	D
Common Stock	12/02/2004		M		5,000	A	\$ 21	6,467	D
Common Stock	12/02/2004		M		2,500	A	\$ 24	8,967	D
Common Stock	12/02/2004		M		1,437	A	\$ 12.43	10,404	D
Common Stock	12/02/2004		M		2,813	A	\$ 21.85	13,217	D

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Common Stock	12/02/2004	M	2,500	A	\$ 18.24	15,717	D	
Common Stock	12/02/2004	S	6,581	D	\$ 34.7039	9,136	D	
Common Stock	12/03/2004	S	8,919	D	\$ 34.2913	217	D	
Common Stock ⁽¹⁾	08/08/1988	J	0	A	\$ 0	125	I	Zuspan Associates Partnership
Common Stock ⁽¹⁾	08/08/1988	J	0	A	\$ 0	3,787	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)

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		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Option (Right to Purchase)	\$ 37	03/08/1996		J		1,250		03/08/1997	03/08/2006	Common Stock	1,250
Option (Right to Purchase)	\$ 21.5	12/02/2004		M		1,250		12/15/1998	12/15/2007	Common Stock	1,250
Option (Right to Purchase)	\$ 21	12/02/2004		M		5,000		02/24/1999	02/24/2008	Common Stock	5,000
Option (Right to Purchase)	\$ 18.24	12/02/2004		M		2,500		05/18/1999	05/18/2008	Common Stock	2,500
Option (Right to Purchase)	\$ 24	12/02/2004		M		2,500		07/23/2000	07/23/2009	Common Stock	2,500

Purchase)									
Option (Right to Purchase)	\$ 18	05/19/2000	J	2,500	05/19/2001	05/19/2010	Common Stock	2,500	
Option (Right to Purchase)	\$ 15.85	05/24/2000	J	3,750	05/24/2001	05/24/2010	Common Stock	3,750	
Option (Right to Purchase)	\$ 8.49	09/26/2002	J	3,750	09/23/2003	09/26/2012	Common Stock	3,750	
Option (Right to Purchase)	\$ 12.43	12/02/2004	M	1,437	05/21/2004	05/21/2013	Common Stock	3,750	
Option (Right to Purchase)	\$ 21.85	12/02/2004	M	2,813	06/03/2005	06/03/2014	Common Stock	6,750	
(2)									

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. McCawaw as Power of Attorney for Fredrick P.
Zuspan

12/08/2004

__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) Exercised 2813 shares 12/02/2004 with remaining shares to vest and become exercisable 06/03/2005.

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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