

MATRIA HEALTHCARE INC

Form 4

June 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCAW 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)

MARIETTA, GA 30067

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u>	06/05/2007		A		1,000	A	\$ 0 27,244
Common Stock <u>(2)</u>	06/05/2007		A		2,000	A	\$ 0 29,244

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.**

SEC 1474
(9-02)

Edgar Filing: MATRIA HEALTHCARE INC - Form 4

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)	\$ 12.37	02/19/2002		J		2,356		02/19/2006	02/19/2012	Common Stock	2,356
Option (right to buy)	\$ 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	12/18/2003		J		15,185		12/18/2008	12/18/2013	Common Stock	15,185
Option (right to buy) ⁽⁴⁾	\$ 16.79	08/11/2004		J		7,199		08/11/2009	08/11/2014	Common Stock	7,199
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
	Director 10% Owner Officer Other
MCCA W ROBERTA L 1850 PARKWAY PLACE MARIETTA, GA 30067	SVP & Secretary

Signatures

Roberta L.
McCaw 06/07/2007

**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) Grant of restricted stock, which will vest in equal one-third increments over a period of three years.
- (2) Grant of restricted stock, which will vest on subsequent anniversaries upon the achievement of certain performance criteria.
- (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.

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