Edgar Filing: MATRIA HEALTHCARE INC - Form 4

MATRIA HE Form 4 June 20, 200 [°]	EALTHCARE	INC									
										PPROVAL	
				JRITIES AND EXCHANGE COMM ashington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF			F CHAN	CHANGES IN BENEFICIAL OW				NERSHIP OF	Expires:	January 31 2005	
Section 1 Form 4 or		SECURITIES					Estimated a burden hou response	rs per			
Form 5 obligatior may conti <i>See</i> Instru 1(b).	Is Section 1	7(a) of the		ility Hold	ing Con	ipany	Act of	e Act of 1934, f 1935 or Sectio 40			
(Print or Type R	lesponses)										
1. Name and Address of Reporting Person *2. IssueMILLNER GUY WSymbol				suer Name and Ticker or Trading bl				5. Relationship of Reporting Person(s) to Issuer			
			MATRIA HEALTHCARE INC [MATR]					(Check all applicable)			
(M			3. Date of Earliest Transaction(Month/Day/Year)06/12/2007					X_ Director 10% Owner Officer (give title Other (specify below) below)			
			ndment, Date Original nth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
ATLANTA,	GA 30328							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3. Transactio Code (Instr. 8)	n(A) or D	ispose	d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	06/12/2007			Code V M	Amount 5,625	(D) A	Price \$ 8.29	11,250	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Sha
Option (right to buy)	\$ 8.29	06/12/2007		М		5,625	05/21/2004	05/21/2013	Common Stock	5,62
Option (right to buy)	\$ 14.57	06/03/2004		J	10,125		06/03/2005	06/03/2014	Common Stock	10,12
Option (right to buy)	\$ 29.33	06/01/2005		J	6,000		06/01/2006	06/01/2015	Common Stock	6,00
Option (right to buy)	\$ 28.86	05/31/2006		J	6,000		05/31/2007	05/31/2016	Common Stock	6,00
Option (Right to Buy) <u>(1)</u>	\$ 31.41	06/05/2007		А	6,000		06/05/2008	06/05/2017	Common Stock	6,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MILLNER GUY W 5500 INTERSTATE NORTH PARKWAY ATLANTA, GA 30328	Х						
Signatures							
Roberta L. McCaw as Power of Attorney for Millner	06/20/2007						

**Signature of Reporting Person

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 06/05/2007 under Issuer's 2005 Directors' Non-Qualified Stock Option Plan and vesting 1/12 a month.

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.

Date