

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 *
WEEDEN MORRIS S

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)
111 E. RIDGE LANE
 (Street)

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

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

LAKE FOREST, IL 60045
 (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)	Price		
Common Stock ⁽¹⁾	08/08/1988		J	0	A \$ 0	5,625	D

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)

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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. 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 purchase)	\$ 14.33	12/15/1997		J		1,875		12/15/1998	12/15/2007	Common Stock	1,875
Option (right to purchase)	\$ 14	02/24/1998		J		7,500		02/24/1999	02/24/2008	Common Stock	7,500
Option (right to purchase)	\$ 12.16	05/18/1998		J		3,750		05/18/1999	05/18/2008	Common Stock	3,750
Option (right to purchase)	\$ 16	07/23/1999		J		3,750		07/23/2000	07/23/2009	Common Stock	3,750
Option (right to purchase)	\$ 12	05/18/2000		J		3,750		05/18/2001	05/18/2010	Common Stock	3,750
Option (right to purchase)	\$ 10.57	05/24/2001		J		5,625		05/24/2002	05/24/2011	Common Stock	5,625
Option (right to purchase)	\$ 5.66	09/26/2002		J		5,625		09/26/2003	09/26/2012	Common Stock	5,625
Option (right to purchase)	\$ 8.29	05/27/2003		J		5,625		05/21/2004	05/21/2013	Common Stock	5,625
Option (right to purchase)	\$ 14.57	06/03/2004		J		10,125		06/03/2005	06/03/2014	Common Stock	10,125
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
WEEDEN MORRIS S 111 E. RIDGE LANE LAKE FOREST, IL 60045		X		

Signatures

Roberta L. McCaw as Power of Attorney for Morris S.
Weeden

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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