MCCAW ROBERTA L

Form 4

November 17, 2004

FORM 4

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

SECURITIES

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

2005 Estimated average burden hours per

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

response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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) 1850 PARKW	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2004	Director 10% Owner _X Officer (give title Other (specify below) VP-Legal & Secretary		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
MARIETTA,	GA 30067			Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			ed of (D)	Beneficially (D) or Bo Owned Indirect (I) O		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/15/2004		S	4,677	D	\$ 35.64	1,602	D	
Common Stock	11/15/2004		S	500	D	\$ 35.64	0	I	By minor children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: MCCAW ROBERTA L - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 22	02/27/1997		J	750	02/27/2000	02/27/2007	Common Stock	750
Option (right to buy)	\$ 26.75	10/20/1997		J	2,156	04/01/2000	10/20/2007	Common Stock	2,156
Option (right to buy)	\$ 21	02/24/1998		J	4,019	02/24/2002	02/24/2008	Common Stock	4,019
Option (right to buy)	\$ 17.5	04/23/1998		J	625	04/23/2002	04/23/2008	Common Stock	625
Option (right to buy)	\$ 16.5	01/19/1999		J	4,325	01/19/2002	01/19/2009	Common Stock	4,325
Option (right to buy)	\$ 21.5	02/23/2000		J	4,430	02/23/2004	02/23/2010	Common Stock	4,430
Option (right to buy) (1)	\$ 14.63	02/16/2001		J	4,430	02/16/2005	02/16/2011	Common Stock	4,430
Option (right to buy) (2)	\$ 15.85	05/24/2001		J	1,500	05/24/2005	05/24/2011	Common Stock	1,500
Option (right to buy) (3)	\$ 18.91	07/24/2001		J	4,500	07/24/2005	07/24/2011	Common Stock	4,500
Option (right to buy) (4)	\$ 18.55	02/19/2002		J	3,140	02/19/2006	02/19/2012	Common Stock	3,140
Option (right to	\$ 8.76	03/12/2003		J	6,900	03/12/2008	03/12/2013	Common Stock	6,900

Edgar Filing: MCCAW ROBERTA L - Form 4

buy) <u>(5)</u>								
Option (right to buy) (6)	\$ 20.37	12/18/2003	J	14,687	12/18/2008	12/18/2013	Common Stock	14,687
Option (right to buy) (7)	\$ 25.18	08/11/2004	A	6,000	08/11/2009	08/11/2014	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	Director	10% Owner	Officer	Other			
MCCAW ROBERTA L 1850 PARKWAY PLACE MARIETTA, GA 30067			VP-Legal & Secretary				

Signatures

Kim L. Blankenship, Attorney in fact for Roberta L.

McCaw

11/17/2004

**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) 2,215 shares vested with remaining shares to vest no later than 2/16/05.
- (2) 750 shares vested with remaining shares to vest no later than 05/24/2005.
- (3) Granted 07/24/2001 with full vesting to occur no later than 4 years from 07/24/2001 and no sooner than 2 years from 07/24/2001 with accelertion based on Matria's performance.
- (4) Granted 02/19/2002 will 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.
- (5) Granted 03/12/2003 and vests 20% per annum thereafter.
- (6) Granted 12/18/2003 and vests 20% per annum thereafter.
- (7) Granted 8/11/2004 and vests 20% 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.

Reporting Owners 3