

MENGERT STEPHEN M
 Form 4
 November 09, 2005

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 *
 MENGERT STEPHEN M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/08/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP-Finance & CFO

MARIETTA, GA 30067

(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)
				Code	V Amount (D) Price			
Common Stock ⁽¹⁾	08/08/1988		J	0	A \$ 0 0		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 buy) ⁽²⁾	\$ 8.48	09/03/2002		J		13,334		09/03/2007	09/13/2012	Common Stock	13,334
Option (right to buy) ⁽³⁾	\$ 7.46	02/20/2003		J		10,000		02/20/2008	02/20/2013	Common Stock	10,000
Option (right to buy) ⁽⁴⁾	\$ 25.18	08/11/2004		J		7,500		08/11/2009	08/11/2014	Common Stock	7,500
Option (right to buy) ⁽⁵⁾	\$ 29.97	06/08/2005		J		11,250		06/08/2010	06/08/2015	Common Stock	11,250
Option (right to buy) ⁽⁶⁾	\$ 34.67	11/08/2005		A		10,000		11/08/2008	11/08/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MENGERT STEPHEN M 1850 PARKWAY PLACE MARIETTA, GA 30067	VP-Finance & CFO

Signatures

Roberta L. McCaw, Attorney-in-Fact for Stephen M. Mengert

11/09/2005

__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 on 09/03/2002 with full vesting to occur no later than 09/03/2006 with acceleration based on Matria's performance.
- (3) Granted on 02/20/2003 with full vesting to occur no later than 4 years from 02/20/2003 with acceleration based on Matria's performance.

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- (4) Granted 08/11/2004 and vests 20% per annum thereafter.
- (5) Granted 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.

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