#### MATRIA HEALTHCARE INC

Form 4 June 07, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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

obligations

may continue.

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PETIT PARKER H

2. Issuer Name and Ticker or Trading Symbol

Issuer

MATRIA HEALTHCARE INC [MATR]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First)

1850 PARKWAY PLACE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

\_X\_ Director \_X\_\_ Officer (give title

10% Owner Other (specify

06/05/2007

below) Chairman of the Board and CEO

(Street)

4. If Amendment, Date Original

Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MARIETTA, GA 30067

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative	Secur	ities A	cquired, Disposed	d of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	I (A) of (D) 4 and (A) or	) 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)
Common Stock (1)	06/05/2007		Code V A	Amount 3,333	(D)	Price \$ 0	883,639	D	
Common Stock (2)	06/05/2007		A	6,667	A	\$0	890,306	D	
Common Stock (3)	08/08/1988		J	0	A	\$0	3,750	I	Petit Grantor Trust
Common Stock (3)	08/08/1988		J	0	A	\$0	73,832	I	Limited Partnership
Common Stock (3)	08/08/1988		J	0	A	\$0	6,720	I	By Spouse

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Common Stock (3) 08/08/1988 J 0 A \$ 0 90,000 I Partne LLLP
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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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of corDerivative 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 of Number of Shares
Option (right to buy)	\$ 14.33	12/15/1997	J	1,875	12/15/1998	12/15/2007	Common Stock	1,875
Option (right to buy)	\$ 14	02/24/1998	J	22,500	02/24/1999	02/24/2008	Common Stock	22,500
Option (right to buy)	\$ 12.16	05/18/1998	J	3,750	05/18/1999	05/18/2008	Common Stock	3,750
Option (right to buy)	\$ 11	01/19/1999	J	22,500	01/19/2000	01/19/2009	Common Stock	22,500
Option (right to buy)	\$ 16	07/23/1999	J	3,750	07/23/2000	07/23/2009	Common Stock	3,750
Option (right to buy)	\$ 12	05/18/2000	J	3,750	05/18/2001	05/18/2010	Common Stock	3,750
Option (right to buy)	\$ 9.33	10/04/2000	J	27,011	10/04/2004	10/04/2010	Common Stock	27,011
Option (right to buy)	\$ 9.75	02/06/2001	J	46,892	02/16/2005	02/16/2011	Common Stock	46,892

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Option (right to buy)	\$ 10.57	05/24/2001	J	300,000	05/24/2005	05/24/2011	Common Stock	300,000
Option (right to buy)	\$ 12.37	02/19/2002	J	36,503	02/19/2006	02/19/2012	Common Stock	36,503
Option (right to buy)	\$ 5.84	03/12/2003	J	69,001	03/12/2008	03/12/2013	Common Stock	69,001
Option (right to buy) (4)	\$ 13.58	12/18/2003	J	58,253	12/18/2008	12/18/2013	Common Stock	58,253
Option (right to buy) (5)	\$ 16.79	08/11/2004	J	58,126	08/11/2009	08/11/2014	Common Stock	58,126
Option (right to buy) (6)	\$ 29.97	06/08/2005	J	58,500	06/08/2010	06/08/2015	Common Stock	58,500
Option (right to buy) (7)	\$ 34.67	11/08/2005	J	150,000	11/08/2008	11/08/2015	Common Stock	150,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
PETIT PARKER H 1850 PARKWAY PLACE	X		Chairman of the Board and CEO				
MARIETTA, GA 30067							

## **Signatures**

Roberta L. McCaw as Attorney-in-Fact for Parker H.

Petit

\*\*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) No transaction to report.
- (4) Granted 12/18/2003 and vests 20% per annum thereafter.
- (5) Granted 8/11/2004 and vests 20% per annum thereafter.

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- (6) Granted 6/8/2005 and vests 20% per annum thereafter.
- (7) Granted on 11/08/2005 and vests 33 1/3% per annum thereafter.

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