

SCOGGINS YVONNE V  
Form 4  
July 05, 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 \*  
SCOGGINS YVONNE V

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)  
06/08/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Corporate VP-Financial Ops

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 <sup>(1)</sup>     | 08/08/1988                           |  | J                              | 0   | A \$ 0             | 4,348   | 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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: SCOGGINS YVONNE V - Form 4

| 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)                      | \$ 34  | 03/28/1996                           |  | J                              |   | 3,126  |     | 03/28/1999  | 03/28/2006      | Common Stock | 3,126                      |
| Option (right to buy)                      | \$ 26.75   | 10/20/1997                           |  | J                              |   | 3,594  |     | 04/01/2001  | 10/20/2007      | Common Stock | 3,594                      |
| Option (right to buy)                      | \$ 21  | 02/24/1998                           |  | J                              |   | 4,823  |     | 02/24/2002  | 02/24/2008      | Common Stock | 4,823                      |
| 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                              |   | 4,031  |     | 02/23/2004  | 02/23/2010      | Common Stock | 4,031                      |
| Option (right to buy)                      | \$ 14.63   | 02/16/2001                           |  | J                              |   | 4,031  |     | 02/16/2005  | 02/16/2011      | Common Stock | 4,031                      |
| Option (right to buy)                      | \$ 15.85   | 05/24/2001                           |  | J                              |   | 1,500  |     | 05/24/2005  | 05/24/2011      | Common Stock | 1,500                      |
| Option (right to buy)                      | \$ 18.91   | 07/24/2001                           |  | J                              |   | 4,500  |     | 07/24/2005  | 07/24/2011      | Common Stock | 4,500                      |
| Option (right to buy) <sup>(2)</sup>       | \$ 18.55   | 02/19/2002                           |  | J                              |   | 2,857  |     | 02/19/2006  | 02/19/2012      | Common Stock | 2,857                      |
| Option (right to buy) <sup>(3)</sup>       | \$ 8.76  | 03/12/2003                           |  | J                              |   | 5,750  |     | 03/12/2007  | 03/12/2013      | Common Stock | 5,750                      |
| Option (right to buy) <sup>(4)</sup>       | \$ 10.72   | 04/22/2003                           |  | J                              |   | 2,000  |     | 04/22/2008  | 04/22/2013      | Common Stock | 2,000                      |
| Option                                     | \$ 11.97   | 09/29/2003                           |  | J                              |   | 7,500  |     | 09/29/2008  | 09/29/2013      | Common       | 7,500                      |

| (right to buy) <sup>(5)</sup>        |          |            |   |        |            |            |              | Stock  |  |
|--------------------------------------|----------|------------|---|--------|------------|------------|--------------|--------|--|
| Option (right to buy) <sup>(6)</sup> | \$ 20.37 | 12/18/2003 | J | 14,006 | 12/18/2008 | 12/18/2013 | Common Stock | 14,006 |  |
| Option (right to buy) <sup>(7)</sup> | \$ 25.18 | 08/11/2004 | J | 6,000  | 08/11/2009 | 08/11/2014 | Common Stock | 6,000  |  |
| Option (right to buy) <sup>(8)</sup> | \$ 29.97 | 06/08/2005 | A | 7,500  | 06/08/2010 | 06/08/2015 | Common Stock | 7,500  |  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| SCOGGINS YVONNE V<br>1850 PARKWAY PLACE<br>MARIETTA, GA 30067 |               |           | Corporate VP-Financial Ops |       |

## Signatures

Roberta L. McCaw, Attorney in Fact for Yvonne V. Scoggins  
 07/05/2005  
 \*\*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 transactions to report
- (2) Granted 2/19/2002 with vesting to occur no later than 4 years from 2/19/2002 and no sooner than 2 years from 2/19/2002 with acceleration based on Matria's performance.
- (3) Granted 3/12/2003 and vests 20% per annum thereafter.
- (4) Granted 4/22/2003 and vests 20% per annum thereafter.
- (5) Granted 09/29/2003 and vests 20% per annum thereafter.
- (6) Granted 12/18/03 and vests 20% per annum thereafter.
- (7) Granted 8/11/2004 and vests 20% per annum thereafter.
- (8) Granted 6/08/2005 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.