

Hassett Richard M
 Form 3
 November 08, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hassett Richard M | | (Month/Day/Year) | MATRIA HEALTHCARE INC [MATR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1850 PARKWAY PLACE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and COO | |
| MARIETTA, Â GA Â 30067 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 870 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|------------|------------|--------------|--------|----------|-------------------|---|
| Option (Right to Buy) ⁽¹⁾ | 11/15/2009 | 11/15/2014 | Common Stock | 75,000 | \$ 23.81 | D | Â |
| Option (Right to Buy) ⁽²⁾ | 02/22/2010 | 02/22/2015 | Common Stock | 75,000 | \$ 28.48 | D | Â |
| Option (Right to Buy) ⁽³⁾ | 06/08/2010 | 06/08/2015 | Common Stock | 22,500 | \$ 29.97 | D | Â |
| Option (Right to Buy) ⁽⁴⁾ | 07/20/2010 | 07/20/2015 | Common Stock | 10,000 | \$ 34.47 | D | Â |
| Option (Right to Buy) ⁽⁵⁾ | 11/07/2008 | 11/07/2015 | Common Stock | 50,000 | \$ 34.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hassett Richard M 1850 PARKWAY PLACE MARIETTA, GA 30067 | Â | Â | Â President and COO | Â |

Signatures

Roberta L. McCaw as Power of Attorney for Richard M. Hassett 11/09/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted on 11/15/2004 and vests 20% per annum thereafter.

(2) Granted on 02/22/2005 and vests 20% per annum thereafter.

(3) Granted on 06/08/2005 and vests 20% per annum thereafter.

(4) Granted on 07/20/2005 and vests 20% per annum thereafter.

(5) Granted on 11/07/2005 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.

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.