

Edgar Filing: MATRIA HEALTHCARE INC - Form 4

MATRIA HEALTHCARE INC
Form 4
March 18, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

McCaw	Roberta	L.
-----	-----	-----
(Last)	(First)	(Middle)
1850 Parkway Place		

(Street)		
Marietta	GA	30067
-----	-----	-----
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Matria Healthcare, Inc. (MATR)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

3-12-03

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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Director 10% Owner
 Officer (give title below) Other (specify below)
 V.P. - Legal, General Counsel & Secretary

7. 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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price

Common Stock							
" "							

FORM 4 (continued)

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

1.	2. Conver- sion or Exer- cise Price of	3. Trans- action	3A. Deemed Execut- ion	4. Trans- action Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7.
							Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount

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Title of Derivative Security (Instr. 3)	Derivative Security	action Date (mm/dd/yy)	Date if any (mm/dd/yy)	(Instr. 8) Code V	(Instr. 3, 4 and 5) (A) (D)	----- Date Exer- cisable	Expira- tion Date	Title	or Number of Shares
Option (right to buy)	\$22.00					2-27-00	2-27-07	Common Stock	750
"	\$26.75					4-1-00	10-20-07	"	2,156
"	\$21.00					2-24-02	2-24-08	"	4,019
"	\$17.50					4-23-02	4-23-08	"	625
"	\$16.50					1-19-02	1-19-09	"	4,325
"	\$21.50					(a)	2-23-10	"	4,430
"	\$14.63					(b)	2-16-11	"	4,430
"	\$15.85					(c)	5-24-11	"	1,500
"	\$18.91					(d)	7-24-11	"	4,500
"	\$18.55					(e)	2-19-12	"	3,140
"	\$ 8.76	3-12-03		A		(f)	3-12-13	"	6,900

Explanation of Responses:

(a) 1,477 shares vested 2/23/02 with remaining shares to vest no later than 2/23/04 or may accelerate on anniversary of grant based on Matria's performance.
 (b) Granted 2/16/01 with full vesting to occur no later than 4 years from 2/16/01 and no sooner than 2 years from 2/16/01 with acceleration based on Matria's performance. (c) Granted 5/24/01 with full vesting to occur no later than 4 years from 5/24/01 and no sooner than 2 years from 5/24/01 with acceleration based on Matria's performance. (d) Granted 7/24/01 with full vesting to occur no later than 4 years from 7/24/01 and no sooner than 2 years from 7/24/01 with acceleration based on Matria's performance. (e) Granted 2/19/02 with full vesting to occur no later than 4 years from 2/19/02 and no sooner than 2 years from 2/19/02 with acceleration based on Matria's performance (f) Granted 3/12/03 and vests 20% per annum thereafter.

/s/ Roberta L. McCaw

3-18-03

**Signature of Reporting Person

Date

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

* 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).

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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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