

MATRIA HEALTHCARE INC
 Form 4
 February 26, 2007

FORM 4

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

OMB APPROVAL

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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)
 02/22/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP Corporate Finance

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⁾	02/22/2007		A		6,000	A	\$ 0
					11,000	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⁾	\$ 12.37	02/19/2002		J	2,144	02/19/2006 02/19/2012	Common Stock 2,144
Option (right to buy) ⁽³⁾	\$ 5.84	03/12/2003		J	5,459	03/12/2007 03/12/2013	Common Stock 5,459
Option (right to buy) ⁽⁴⁾	\$ 7.15	04/22/2003		J	1,800	04/22/2008 04/22/2013	Common Stock 1,800
Option (right to buy) ⁽⁵⁾	\$ 11.97	09/29/2003		J	6,000	09/29/2008 09/29/2013	Common Stock 6,000
Option (right to buy) ⁽⁶⁾	\$ 13.58	12/18/2003		J	16,806	12/18/2008 12/18/2013	Common Stock 16,806
Option (right to buy) ⁽⁷⁾	\$ 16.79	08/11/2004		J	9,000	08/11/2009 08/11/2014	Common Stock 9,000
Option (right to buy) ⁽⁸⁾	\$ 29.97	06/08/2005		J	7,500	06/08/2010 06/08/2015	Common Stock 7,500
Option (right to buy) ⁽⁹⁾	\$ 34.47	07/20/2005		J	10,000	07/20/2010 07/20/2015	Common Stock 10,000
Option (right to buy) ⁽¹⁰⁾	\$ 34.67	11/08/2005		J	10,000	11/08/2008 11/08/2015	Common Stock 10,000
Option (right to buy) ⁽¹¹⁾	\$ 40.33	01/04/2006		J	10,000	01/04/2009 01/04/2016	Common Stock 10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SCOGGINS YVONNE V
1850 PARKWAY PLACE
MARIETTA, GA 30067

SVP Corporate Finance

Signatures

Roberta L. McCaw, Attorney-in-Fact for Yvonne V.
Scoggins

02/26/2007

__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 upon the achievement of certain performance criteria.
- (2) Shares subject to accelerated vesting based on Matria's performance with full vesting to occur no later than 02/19/2006.
- (3) Granted on 03/12/2003 and vests 20% per annum thereafter.
- (4) Granted on 04/22/2003 and vests 20% per annum thereafter.
- (5) Granted on 09/29/2003 and vests 20% per annum thereafter.
- (6) Granted on 12/18/2003 and vests 20% per annum thereafter.
- (7) Granted on 08/11/2004 and vests 20% per annum thereafter.
- (8) Granted on 06/08/2005 and vests 20% per annum thereafter.
- (9) Granted on 07/20/2005 and vests 20% per annum thereafter.
- (10) Granted on 11/08/2005 and vests 33 1/3% per annum thereafter.
- (11) Granted on 01/04/2006 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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