

SANDERS CARL E
 Form 4
 January 24, 2005

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 *
 SANDERS CARL E

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)
 600 PEACHTREE ST. NE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/20/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

ATLANTA, GA 30308
 (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				(A) or (D)	Price
Common Stock	01/20/2005		M			3,750	A	\$ 8.49	14,517	D	
Common Stock	01/20/2005		M			3,750	A	\$ 12.43	18,267	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)

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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)	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 Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (right to purchase)	\$ 21.5	12/15/1997		A		1,250		Option (right to purchase)	1,250
Option (right to purchase)	\$ 21	02/24/1998		A		5,000		Option (right to purchase)	5,000
Option (right to purchase)	\$ 18.24	05/18/1998		A		2,500		Option (right to purchase)	2,500
Option (right to purchase)	\$ 24	07/23/1999		A		2,500		Option (right to purchase)	2,500
Option (right to purchase)	\$ 18	05/18/2000		A		2,500		Option (right to purchase)	2,500
Option (right to purchase)	\$ 15.85	05/24/2001		A		3,750		Option (right to purchase)	3,750
Option (right to purchase)	\$ 8.49	01/20/2005		M		3,750		Option (right to purchase)	3,750
Option (right to purchase)	\$ 12.43	01/20/2005		M		3,750		Option (right to purchase)	3,750
Option (right to purchase) <u>(1)</u>	\$ 21.85	06/03/2004		A		6,750		Option (right to purchase)	6,750

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SANDERS CARL E
600 PEACHTREE ST. NE X
ATLANTA, GA 30308

Signatures

Roberta L. McCaw as Power of Attorney for Carl E. 01/24/2005
Sanders

__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) Granted 06/03/2004 under Issuer's Non-employee Director Stock Option Plan and vests in twelve monthly installments 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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