

WELLS FARGO & CO/MN  
Form SC 13G  
January 21, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

Matria Healthcare, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

576817209

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(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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“ Rule 13d-1(c)

“ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wells Fargo & Company

Tax Identification No. 41-0449260

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5  SOLE VOTING POWER

NUMBER OF 507,267

SHARES  6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH  7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 589,899

WITH  8 SHARED DISPOSITIVE POWER

13,318

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

632,424

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.0%

12 TYPE OF REPORTING PERSON

HC

13G

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Wells Capital Management Incorporated

Federal ID No. 95-3692822

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5  SOLE VOTING POWER

NUMBER OF 345,586

SHARES  6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH  7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 557,684

WITH  8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

557,684

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.3%

12 TYPE OF REPORTING PERSON

IA

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

**DISCLAIMER:** Information in this Schedule 13G is provided solely for the purpose of complying with Sections 13(d) and 13(g) of the Act and regulations promulgated thereunder, and is not to be construed as an admission that Wells Fargo & Company or any of its subsidiaries is the beneficial owner of the securities covered by this Schedule 13G for any purpose whatsoever.

Item 1 (a) Name of Issuer:

Matria Healthcare, Inc.

Item 1 (b) Address of Issuer's Principal Executive Offices:

1850 Parkway Place

Marietta, GA 30067

Item 2 (a) Name of Person Filing:

Wells Fargo & Company

Wells Capital Management Incorporated

Item 2 (b) Address of Principal Business Office or if none, Residence:

1. Wells Fargo & Company

420 Montgomery Street

San Francisco, CA 94104

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2. Wells Capital Management Incorporated

525 Market Street, 10<sup>th</sup> Floor

San Francisco, CA 94105

Item 2 (c) Citizenship:

1. Wells Fargo & Company: Delaware

2. Wells Capital Management Incorporated: California

Item 2 (d) Title of Class of Securities:

Common Stock

Item 2 (e) CUSIP Number:

576817209

Item 3 The person filing is a:

1. Wells Fargo & Company: Parent Holding Company in accordance with 240.13d-1(b)(1)(ii)(G)

2. Wells Capital Management Incorporated: Registered Investment Advisor in accordance with Regulation 13d-1(b)(1)(ii)(E)

Item 4 Ownership:

See 5-11 of each cover page. Information as of December 31, 2004.

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

See Attachment A

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Date: January 21, 2005

WELLS FARGO & COMPANY

By: /s/ Laurel A. Holschuh

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Laurel A. Holschuh, Senior Vice President

and Secretary

ATTACHMENT A

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

Wells Capital Management Incorporated (1)

Wells Fargo Bank, National Association (2)

Wells Fargo Fund Management, LLC (1)

(1) Classified as a registered investment advisor in accordance with Regulation 13d-1(b)(1)(ii)(E).

(2) Classified as a bank in accordance with Regulation 13d-1(b)(1)(ii)(B).

AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G to which this Agreement is attached shall be filed by Wells Fargo & Company on its own behalf and on behalf of Wells Capital Management Incorporated.

Dated: January 21, 2005

WELLS FARGO & COMPANY

By: \s\ Laurel A. Holschuh

\_\_\_\_\_  
Laurel A. Holschuh, Senior Vice President

and Secretary

WELLS CAPITAL MANAGEMENT INCORPORATED

By: \s\ Monica Poon

\_\_\_\_\_  
Monica Poon, Senior Vice President and

Chief Compliance Officer