

MATRIA HEALTHCARE INC
Form SC 13G/A
January 28, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No.3)

MATRIA HEALTHCARE INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

576817100
(CUSIP Number)

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 and 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.)

CUSIP No. 576817100

13G

Page 2 of 4 Pages

1. NAME OF REPORTING PERSONS
Lord, Abbett & Co.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
13-5620131

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

NUMBER OF 5. SOLE VOTING POWER

SHARES 663,550

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 0

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 663,550

PERSON 8. SHARED DISPOSITIVE POWER

WITH 0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

663,550

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

N/A

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.58%

12. TYPE OF REPORTING PERSON*

IA:PN

Item 1.

- (a) See Front Cover Page
- (b) 1850 Parkway Place
12th Floor
Marietta, GA 30067

Item 2.

- (a) Lord, Abbett & Co.
- (b) 90 Hudson Street
Jersey City, NJ 07302

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- (c) New York
- (d) See Front Cover Page
- (e) See Front Cover Page

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (e) Investment Advisor registered under Section 203 of the Investment Advisers Act of 1940

Item 4. Ownership

- (a) See No. 9
- (b) See No. 11
- (c)
 - (i) See No. 5
 - (ii) See No. 6
 - (iii) See No. 7
 - (iv) See No. 8

Item 5. Owner of Five Percent or Less of a Class

N/A

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

N/A

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

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

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

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

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correct.

Date January 16, 2002

Signature /s/ Paul A. Hilstad
General Counsel