PEDIATRIX MEDICAL GROUP INC

Form 4

October 07, 2005

FORM 4

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

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad MEDEL RO		orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			PEDIATRIX MEDICAL GROUP INC [PDX]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% OwnerX Officer (give title Other (specify below)		
1301 CONCORD TERRACE			10/03/2005	CHIEF EXECUTIVE OFFICER		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
SUNRISE, FL 33323-2825				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities Ac	quired Disposed of or Reposicially Owner		

					1 0.000				
(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4	ed of	` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/03/2005	10/05/2005(1)	M	20,000	A	\$ 25.3	53,333	D	
Common Stock	10/03/2005	10/05/2005(1)	S(2)	20,000	D	\$ 77.0635	33,333	D	
Common Stock	10/04/2005	10/05/2005(1)	M	20,000	A	\$ 25.3	53,333	D	
Common Stock	10/04/2005	10/05/2005(1)	S(2)	20,000	D	\$ 77.1271	33,333	D	
Common Stock	10/05/2005		M	20,000	A	\$ 25.3	53,333	D	

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Common Stock	10/05/2005		S(2)	20,000	D	\$ 75.2467	33,333	D	
Common Stock	10/06/2005	10/07/2005(3)	M	20,000	A	\$ 25.3	53,333	D	
Common Stock	10/06/2005	10/07/2005(3)	S(2)	20,000	D	\$ 74.4264	33,333	D	
Common Stock	10/07/2005		M	20,000	A	\$ 25.3	53,333	D	
Common Stock	10/07/2005		S(2)	20,000	D	\$ 73.0563	33,333	D	
Common Stock							240	I	BY CHILD

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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Options (Right to buy)	\$ 25.3	10/03/2005	10/05/2005(1)	M	20,000	04/02/2004	04/02/2013	Common Stock	20,000
Stock Options (Right to buy)	\$ 25.3	10/04/2005	10/05/2005(1)	M	20,000 (4)	04/02/2004	04/02/2013	Common Stock	20,000
Stock Options (Right to buy)	\$ 25.3	10/05/2005		M	20,000 (4)	04/02/2004	04/02/2013	Common Stock	20,000
• •	\$ 25.3	10/06/2005	10/07/2005(3)	M		04/02/2004	04/02/2013		20,000

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Stock Options (Right to buy)			20,00 (<u>4)</u>)		Common Stock	
Stock Options (Right to	\$ 25.3	10/07/2005	M 20,00 (4)	04/02/2004	04/02/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
MEDEL ROGER MD 1301 CONCORD TERRACE SUNRISE, FL 33323-2825	X		CHIEF EXECUTIVE OFFICER		

Signatures

By: Dominic J.
Andreano

**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) This transaction was executed pursuant to a Rule 10b5-1 trading plan. Broker notified reporting person of the transaction October 5, 2005, the deemed execution date.
- (2) This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective February 9, 2004.
- (3) This transaction was executed pursuant to a Rule 10b5-1 trading plan. Broker notified reporting person of the transaction October 7, 2005, the deemed execution date.
- (4) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on April 2, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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