Buhler John T Form 4 February 21, 2013

FORM 4

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

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(Last)

(City)

share

1. Name and Address of Reporting Person * Buhler John T

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

NATUS MEDICAL INC [BABY]

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and COO

Issuer

below)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2013

Director 10% Owner Other (specify X_ Officer (give title

C/O NATUS MEDICAL **INCORPORATED, 1501** INDUSTRIAL ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN CARLOS, CA 94070

(Chij)	(State)	Tabl	of, or Beneficially Owned						
1.Title of	2. Transaction Date		3. 4. Securities Acquired			5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned Following Reported	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V		(A) or	D.	Transaction(s) (Instr. 3 and 4)	(msu. +)	
Common			Code V	Amount	(D)	Price			
Stock, \$0.001 par value per	02/19/2013	02/19/2013	S <u>(1)</u>	11,886	D	\$ 11.95 (2)	100,610 (3)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8	Derivative			Securities		(Instr. 5)]
		Derivative			Securities			(Instr.	3 and 4)		(
Secur		Security				Acquired						J
		-				(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date Expiration Exercisable Date	Expiration		or Number		
									of			
					C-1- 1	7 (A) (D)						
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Buhler John T C/O NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070

President and COO

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

John T. Buhler 02/21/2013

**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) Shares sold pursuant to a sales program to cover taxes owed upon the vesting of restricted stock.
- This transaction was executed in multiple trades at prices ranging from \$11.95 to \$12.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Includes 1,063 shares purchased pursuant to the Company's Employee Stock Purchase Plan since the date of the reporting person's last Form 4.

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.

Reporting Owners 2