

MEDNAX, INC.  
Form 4  
July 29, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MEDEL ROGER MD**

(Last) (First) (Middle)  
**1301 CONCORD TERRACE**  
  
(Street)

**SUNRISE, FL 33323**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MEDNAX, INC. [MD]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/28/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |  |
| Common Stock                    | 07/28/2015                           |  | M                              | 43,580 A  | 1,317,990   | D  |  |
| Common Stock                    | 07/28/2015                           |  | F                              | 18,282 D \$ 79.36   | 1,299,708   | 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 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Shares Units <sup>(2)</sup>     | <sup>(3)</sup>   | 07/28/2015                           |  | M                              | 43,580  | 07/28/2015 <sup>(4)</sup> 12/31/2018                     | Common Stock 43,580   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| MEDEL ROGER MD<br>1301 CONCORD TERRACE<br>SUNRISE, FL 33323 | X             |           | Chief Executive Officer |       |

## Signatures

Dominic J. Andreano,  
Attorney-in-Fact

07/29/2015

\_\_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) Restricted Shares Units that converted into shares of the Issuer's Common Stock on a one-for-one basis upon vesting.
- (2) Restricted Shares Units granted under the Issuer's Amended and Restated 2008 Incentive Compensation Plan, as amended.
- (3) Each Restricted Shares Unit represents the equivalent of one share of Issuer's Common Stock.
- (4) Restricted Shares Units became payable in shares of Issuer's Common Stock and vested after satisfaction of certain performance based criteria.

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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