

PEDIATRIX MEDICAL GROUP INC

Form 4

May 03, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWKINS THOMAS W

2. Issuer Name **and** Ticker or Trading
Symbol
**PEDIATRIX MEDICAL GROUP
INC [PDX]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 CONCORD TERRANCE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP GEN. COUNSEL AND SECRETARY

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

SUNRISE, FL 33323

6. Individual or Joint/Group Filing (Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/01/2006		S ⁽¹⁾		5,800	D \$ 50.5	54,954 D
Common Stock	05/01/2006		S ⁽¹⁾		1,800	D \$ 50.51	53,154 D
Common Stock	05/01/2006		S ⁽¹⁾		1,600	D \$ 50.52	51,554 D
Common Stock	05/01/2006		S ⁽¹⁾		2,100	D \$ 50.53	49,454 D
Common Stock	05/01/2006		S ⁽¹⁾		2,000	D \$ 50.54	47,454 D

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Common Stock	05/01/2006	S ⁽¹⁾	2,900	D	\$ 50.55	44,554	D
Common Stock	05/01/2006	S ⁽¹⁾	1,200	D	\$ 50.56	43,354	D
Common Stock	05/01/2006	S ⁽¹⁾	500	D	\$ 50.57	42,854	D
Common Stock	05/01/2006	S ⁽¹⁾	100	D	\$ 50.58	42,754	D
Common Stock	05/01/2006	S ⁽¹⁾	1,100	D	\$ 50.6	41,654	D
Common Stock	05/01/2006	S ⁽¹⁾	300	D	\$ 50.61	41,354	D
Common Stock	05/01/2006	S ⁽¹⁾	300	D	\$ 50.62	41,054	D
Common Stock	05/01/2006	S ⁽¹⁾	700	D	\$ 50.68	40,354	D
Common Stock	05/01/2006	S ⁽¹⁾	1,900	D	\$ 50.69	38,454	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWKINS THOMAS W 1301 CONCORD TERRANCE SUNRISE, FL 33323			SVPGEN.COUNSEL AND SECRETARY	

Signatures

/s/ Thomas W.
Hawkins

05/03/2006

__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 sale has been executed pursuant to a 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.

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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