

PEDIATRIX MEDICAL GROUP INC

Form 4

August 10, 2007

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 *
MEDEL ROGER MD

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 TERRACE

(Street)

SUNRISE, FL 33323-2825

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

CHIEF EXECUTIVE OFFICER

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

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 Ownership (Instr. 4)
Common Stock					87,499	D	
Common Stock					480	I	BY CHILD
Common Stock	08/08/2007		M	100,000 A	\$ 22.56 100,000	I	BY SPOUSE
Common Stock	08/08/2007		S ⁽¹⁾	80,000 D	\$ 57.71 20,000 (2)	I	BY SPOUSE
Common Stock	08/09/2007		S ⁽¹⁾	20,000 D	\$ 56.45 0	I	BY SPOUSE

(3)

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. 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option	\$ 22.5625	08/08/2007		M	100,000	03/26/2002 ⁽⁴⁾ 10/29/2008	Common Stock 100,000 ⁽⁵⁾

Reporting Owners

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

Signatures

By: Thomas W.
Hawkins 08/10/2007

__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 Rule 10b5-1 trading plan adopted by the reporting person effective February 9, 2004.

(3) The sale of shares was executed in fifty-one (51) separate transactions with sales prices ranging from \$55.93 to \$57.33 for a weighted average sales price of \$56.45.

(5) These stock options were granted under the Issuer's Amended and Restated Stock Option Plan.

(2) The sale of shares was executed in ninety-eight (98) separate transactions with sales prices ranging from \$56.25 to \$58.00 for a weighted average sales price of \$57.71.

(4)

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These stock options were granted under the Issuer's Amended and Restated Stock Option Plan and became exercisable in three equal increments on March 26, 2000, 2001 and 2002.

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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