

FREEMAN ROGER K
Form 4
May 07, 2010

FORM 4

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

OMB APPROVAL

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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 *
FREEMAN ROGER K

(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)
05/06/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/07/2010 | | M | | 8,000 | A | \$ 18.775 |
| Common Stock | 05/07/2010 | | M | | 8,000 | A | \$ 30.985 |
| Common Stock | 05/07/2010 | | M | | 8,000 | A | \$ 37.3 |
| Common Stock | 05/07/2010 | | D | | 24,000 | D | \$ 59 |
| | | | | | 800 | | |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Options (Right to Buy) | \$ 58.71 | 05/06/2010 | | A | 4,961 (1) | 05/06/2011(2) 05/06/2020 | Common Stock 4,961 |
| Common Stock | \$ 18.775 | 05/07/2010 | | M | 8,000 | 06/04/2003 06/04/2013 | Common Stock 8,000 |
| Common Stock | \$ 30.985 | 05/07/2010 | | M | 8,000 | 05/20/2004 05/20/2014 | Common Stock 8,000 |
| Common Stock | \$ 37.3 | 05/07/2010 | | M | 8,000 | 05/06/2005 05/06/2015 | Common Stock 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FREEMAN ROGER K 1301 CONCORD TERRACE SUNRISE, FL 33323 | | X | | |

Signatures

/s/ Thomas W. Hawkins, 05/07/2010
Attorney-in-fact

__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) Stock Options granted pursuant to the Issuer's 2008 Incentive Compensation Plan in connection with annual equity award.
- (2) Stock Options vest in three equal installments on May 6, 2011, May 6, 2012 and May 6, 2013.

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(3) Stock Options granted pursuant to the Issuer's Amended and Restated Stock Option Plan.

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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