TRAVERSO KENNETH M
Form 4/A
November 13, 2012

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAVERSO KENNETH M

(Last) (First) (Middle)

C/O NATUS MEDICAL INCORPORATED, 1501 INDUSTRIAL ROAD

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATUS MEDICAL INC [BABY]

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
11/13/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP Marketing and Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.001 par value per share	11/09/2012	11/09/2012	M		26,042 (1)	A	$ 3.45	124,045	D	
Common Stock, $0.001 par value per share	11/09/2012	11/09/2012	M		23,843 (2)	A	$ 3.5	150,087	D	
	11/09/2012	11/09/2012	S		49,885	D		99,003	D	

Common Stock, $0.001 par value per share	$ 11.19 (3)				
Common Stock, $0.001 par value per share		8,572	I	By Family Trust	
Common Stock, $0.001 par value per share		10,500	I	By IRA	
Common Stock, $0.001 par value per share		4,100	I	By IRA for Spouse	

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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or Nu of
Non-qualfied stock option	$ 3.45	11/09/2012	11/09/2012	M			26,042	12/02/2002 (4)	11/12/2012	Common Stock	2
Incentive Stock Option	$ 3.5	11/09/2012	11/09/2012	M			23,843	03/27/2003 (4)	02/27/2013	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAVERSO KENNETH M C/O NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070			VP Marketing and Sales	

Signatures

/S/ STEVEN J. MURPHY, by Power of Attorney	11/13/2012
**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 transaction reflects the exercise and same day sale of an option that would expire by its terms on November 12, 2012.

(2) This transaction reflects the exercise and same day sale of an option that would expire by its terms on February 27, 2013.

(3) This transaction was executed in multiple trades at prices ranging from $11.00 to $11.38. 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.

(4) The option vests in 48 equal monthly installments beginning on the date of grant.

(5) On November 13, 2012 the reporting person filed a Form 4 reporting a single exercise of an Incentive Stock Option in the amount of 76,042 shares. Because the underlying transaction involved the exercise of two distinct sets of options, the reporting person is filing this amended and restated Form 4 to provide additional details about the transactions.

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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