

NATUS MEDICAL INC

Form 4

February 24, 2014

**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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAWKINS JAMES B**

(Last) (First) (Middle)

**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)

**02/20/2014**

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)

**President & CEO**

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 Beneficial Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                           |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock, \$0.001 par value per share | 02/20/2014                           | 02/20/2014                                         | M                              |                                                                   | 41,086 | A          | \$ 20.09                                                                                      | 509,930                                                  | D                                                     |
| Common Stock, \$0.001 par value per share | 02/20/2014                           | 02/20/2014                                         | S                              |                                                                   | 41,086 | D          | \$ 25.88 <sup>(1)</sup>                                                                       | 468,844                                                  | D                                                     |
|                                           | 02/24/2014                           | 02/24/2014                                         | M                              |                                                                   | 33,914 | A          |                                                                                               | 502,758                                                  | D                                                     |

# Edgar Filing: NATUS MEDICAL INC - Form 4

Common  
Stock,  
\$0.001 par  
value per  
share

\$  
20.09

Common  
Stock,  
\$0.001 par 02/24/2014 02/24/2014 S 33,914 D  
value per  
share

\$  
25.88 468,844 D  
(2)

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Nonqualified<br>Stock Option                        | \$ 20.09                                                              | 02/20/2014                              | 02/20/2014                                                  | M                                       |                                                                                                              | 41,086                                                         |     | 07/08/2008                                                     | 06/08/2014         | Common<br>Stock | 33,914                              |
| Nonqualified<br>Stock Option                        | \$ 20.09                                                              | 02/24/2014                              | 02/24/2014                                                  | M                                       |                                                                                                              | 33,914                                                         |     | 07/08/2014                                                     | 06/08/2014         | Common<br>Stock | 0                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships |           |                 |       |
|-----------------------------------------------------------------------------------------------|---------------|-----------|-----------------|-------|
|                                                                                               | Director      | 10% Owner | Officer         | Other |
| HAWKINS JAMES B<br>NATUS MEDICAL INCORPORATED<br>1501 INDUSTRIAL ROAD<br>SAN CARLOS, CA 94070 | X             |           | President & CEO |       |

## Signatures

/s/ JONATHAN A. KENNEDY, by Power of  
Attorney

02/24/2014

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$25.80 to \$25.99. The price reported above reflects the weighted  
(1) 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.

This transaction was executed in multiple trades at prices ranging from \$25.80 to \$25.98. The price reported above reflects the weighted  
(2) 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.

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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