

PEDIATRIX MEDICAL GROUP INC
 Form 4
 November 04, 2005

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

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).

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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 CHIEF EXECUTIVE OFFICER

SUNRISE, FL 33323-2825
 (City) (State) (Zip)

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)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/02/2005		M		19,000	A	\$ 25.3 52,333	D
Common Stock	11/02/2005		S ⁽¹⁾		19,000	D	\$ 80.0685 33,333	D
Common Stock	11/03/2005	11/04/2005 ⁽²⁾	M		11,133	A	\$ 25.3 44,466	D
Common Stock	11/03/2005	11/04/2005 ⁽²⁾	M		25,000	A	\$ 36.3 69,466	D
Common Stock	11/03/2005	11/04/2005 ⁽²⁾	M		14,867	A	\$ 38.125 84,333	D

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Common Stock	11/03/2005	11/04/2005 ⁽²⁾	S ⁽¹⁾	51,000	D	\$ 80.6916	33,333	D	
Common Stock	11/04/2005		M	12,300	A	\$ 38.125	45,633	D	
Common Stock	11/04/2005		S ⁽¹⁾	12,300	D	\$ 0	33,333	D	
Common Stock							240	I	BY CHILD
Common Stock	11/03/2005	11/04/2005 ⁽²⁾	M	10,000	A	\$ 32.875	10,000	I	BY SPOUSE
Common Stock	11/03/2005	11/04/2005 ⁽²⁾	S ⁽¹⁾	10,000	D	\$ 80.6916	0	I	BY SPOUSE

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 25.3	11/02/2005		M	19,000 ⁽³⁾	04/02/2004	04/02/2013	Common Stock	19,000
Stock Options (Right to buy)	\$ 25.3	11/03/2005	11/04/2005 ⁽²⁾	M	11,133 ⁽³⁾	04/02/2004	04/02/2013	Common Stock	11,133
Stock Options (Right to buy)	\$ 36.3	11/03/2005	11/04/2005 ⁽²⁾	M	25,000 ⁽⁴⁾	12/15/2001	12/15/2011	Common Stock	25,000
	\$ 38.125	11/03/2005	11/04/2005 ⁽²⁾	M		01/28/1999	01/28/2008		14,867

Stock Option					14,867 (5)			Common Stock	
Stock Option	\$ 38.125	11/04/2005		M	12,300 (5)	01/28/1999	01/28/2008	Common Stock	12,300
Stock Option	\$ 32.875	11/03/2005	11/04/2005 ⁽²⁾	M	10,000 (6)	11/20/1997	11/20/2006	Common Stock	10,000

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

11/04/2005

**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.
- (2) This transaction was executed pursuant to a Rule 10b5-1 trading plan. Broker notified reporting person of the transaction November 4, 2005, the deemed execution date.
- (3) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on April 2, 2004.
- (4) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on December 15, 2001.
- (5) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on January 28, 1999.
- (6) Options granted to Dr. Medel's spouse, pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on November 20, 1997.

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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