

MEDNAX, INC.
Form 4
May 19, 2011

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 THOMAS W

(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)
05/17/2011

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)

SVP, General Counsel and Secy.

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)
Common Stock	05/17/2011		M	31,250 A	\$ 44.7 97,654	D	
Common Stock	05/17/2011		S	31,250 D	\$ 73.6904 66,404 (1)	D	
Common Stock	05/17/2011		M	25,000 A	\$ 56.05 91,404	D	
Common Stock	05/17/2011		S	25,000 D	\$ 73.6904 66,404 (1)	D	
	05/17/2011		M	25,000 A	\$ 55.43 91,404	D	

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Common
Stock

Common Stock	05/17/2011	S	25,000	D	\$ 73.6904 (1)	66,404	D
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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 44.7	05/17/2011		M	31,250	06/01/2007	06/01/2016	Common Stock	31,250
Employee Stock Option (Right to Buy) ⁽²⁾	\$ 56.05	05/17/2011		M	25,000	06/01/2008	08/10/2017	Common Stock	25,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 55.43	05/17/2011		M	25,000	06/01/2009	06/01/2018	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
SVP, General Counsel and Secy.			

Reporting Owners

HAWKINS THOMAS W
1301 CONCORD TERRACE
SUNRISE, FL 33323

Signatures

/s/ Thomas W.
Hawkins

05/19/2011

__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) Sales of shares were executed in twenty-nine (29) separate transactions with prices ranging from \$73.60 to \$73.83 for a weighted average sales price of \$73.6904.
- (2) Options granted pursuant to Issuer's 2004 Incentive Compensation Plan.
- (3) Options granted pursuant to Issuer's 2008 Incentive Compensation 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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