

MEDNAX, INC.
Form 4
June 03, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CALABRO JOSEPH M

(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)
06/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President and COO

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)
Common Stock	06/01/2015		A	53,412 (1)	\$ 0	306,797	D
Common Stock	06/01/2015		S(2)	37,918	\$ 70.4794 (3)	268,879	D
Common Stock	06/03/2015		S(2)	70,153	\$ 70.5199 (4)	198,726	D
Common Stock					8	I	By Spouse

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CALABRO JOSEPH M 1301 CONCORD TERRACE SUNRISE, FL 33323	President and COO

Signatures

Dominic J. Andreano,
Attorney-in-Fact 06/03/2015

__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).

- Restricted shares granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan, as amended, in connection
- (1) with annual equity award. The vesting of the restricted shares is subject to performance based criteria but will not vest any earlier than in three equal installments on June 1, 2016, June 1, 2017 and June 1, 2018.
 - (2) Sales of shares made pursuant to Reporting Person's 105b-1 trading plan.
 - (3) Sales made in ninety (90) separate transactions with prices ranging from \$70.03 to \$71.03 for a weighted average sales price of \$70.4794.
 - (4) Sales of shares were made in eighty (80) separate transactions with prices ranging from \$70.01 to \$70.88 for a weighted average sales price of \$70.5199.

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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