

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.

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 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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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