

PEDIATRIX MEDICAL GROUP INC

Form 4

May 03, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWKINS THOMAS W

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)
05/01/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP.GEN.COUNSEL&SECRETARY

SUNRISE, FL 33323

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2006		M	50,000	A \$ 15.935	86,954 ⁽²⁾	D
Common Stock	05/01/2006		S ⁽¹⁾	100	D \$ 50.04	86,854	D
Common Stock	05/01/2006		S ⁽¹⁾	300	D \$ 50.05	86,554	D
Common Stock	05/01/2006		S ⁽¹⁾	300	D \$ 50.1	86,254	D
Common Stock	05/01/2006		S ⁽¹⁾	300	D \$ 50.12	85,954	D

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Common Stock	05/01/2006	<u>S(1)</u>	300	D	\$ 50.13	85,654	D
Common Stock	05/01/2006	<u>S(1)</u>	800	D	\$ 50.2	84,854	D
Common Stock	05/01/2006	<u>S(1)</u>	500	D	\$ 50.22	84,354	D
Common Stock	05/01/2006	<u>S(1)</u>	900	D	\$ 50.23	83,454	D
Common Stock	05/01/2006	<u>S(1)</u>	1,900	D	\$ 50.24	81,554	D
Common Stock	05/01/2006	<u>S(1)</u>	3,000	D	\$ 50.25	78,554	D
Common Stock	05/01/2006	<u>S(1)</u>	1,000	D	\$ 50.26	77,554	D
Common Stock	05/01/2006	<u>S(1)</u>	2,300	D	\$ 50.27	75,254	D
Common Stock	05/01/2006	<u>S(1)</u>	1,400	D	\$ 50.28	73,854	D
Common Stock	05/01/2006	<u>S(1)</u>	200	D	\$ 50.29	73,654	D
Common Stock	05/01/2006	<u>S(1)</u>	900	D	\$ 50.3	72,754	D
Common Stock	05/01/2006	<u>S(1)</u>	200	D	\$ 50.31	72,554	D
Common Stock	05/01/2006	<u>S(1)</u>	1,300	D	\$ 50.32	71,254	D
Common Stock	05/01/2006	<u>S(1)</u>	1,000	D	\$ 50.33	70,254	D
Common Stock	05/01/2006	<u>S(1)</u>	500	D	\$ 50.34	69,754	D
Common Stock	05/01/2006	<u>S(1)</u>	3,100	D	\$ 50.35	66,654	D
Common Stock	05/01/2006	<u>S(1)</u>	300	D	\$ 50.36	66,354	D
Common Stock	05/01/2006	<u>S(1)</u>	100	D	\$ 50.37	66,254	D
Common Stock	05/01/2006	<u>S(1)</u>	600	D	\$ 50.38	65,654	D
Common Stock	05/01/2006	<u>S(1)</u>	2,300	D	\$ 50.4	63,354	D
	05/01/2006	<u>S(1)</u>	100	D	\$ 50.43	63,254	D

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Common
Stock

Common Stock	05/01/2006	S ⁽¹⁾	200	D	\$ 50.44	63,054	D
Common Stock	05/01/2006	S ⁽¹⁾	200	D	\$ 50.47	62,854	D
Common Stock	05/01/2006	S ⁽¹⁾	600	D	\$ 50.48	62,254	D
Common Stock	05/01/2006	S ⁽¹⁾	1,500	D	\$ 50.49	60,754	D

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
Stock Options (Right to buy)	\$ 15.935	05/01/2006		M	50,000	05/01/2006	05/01/2013	Common Stock	50,000 (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAWKINS THOMAS W 1301 CONCORD TERRACE SUNRISE, FL 33323	SVP.GEN.COUNSEL&SECRETARY

Signatures

/s/ Thomas W.
Hawkins

05/03/2006

__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 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.
- (2) On April 27, 2006, the common stock of Pediatrix Medical Group, Inc. split 2-for-1, resulting in the reporting person's acquisition of an additional 18,477 shares of common stock and all previously issued stock options have been adjusted accordingly.
- (3) Options granted pursuant to the Company's Amended and Restated Stock Option 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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