MILLER FREDERICK V MD

Form 4

September 01, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

January 31, 2005

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLER FREDERICK V MD			2. Issuer Name and Ticker or Trading Symbol MEDNAX, INC. [MD]				5	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)					
1301 CONCORD TERRACE			(Month/Day/Year) 09/01/2009					Director 10% Owner X_ Officer (give title Other (specify below)				
	(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
SUNRISE,	· · · · · · · · · · · · · · · · · · ·				-	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transacti Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or		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	09/01/2009			M	6,800	A	\$ 15.1	55,746	D			
Common Stock	09/01/2009			S(1)	8,745	D	\$ 52.5183	47,001	D			

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

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(2)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 \mathbf{D}

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. Transactic Code (Instr. 8)			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)	\$ 15.1	09/01/2009		M		6,800	04/28/2004	02/10/2013	Common Stock	6,800 (3)

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Othe		

MILLER FREDERICK V MD 1301 CONCORD TERRACE SUNRISE, FL 33323-2825

President, Pediatrix Division

Signatures

/s/ Thomas W. Hawkins
Attorney-in-fact
09/01/2009

**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 was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person as of December 15, 2008, as amended on June 4, 2009.
- (2) The sale of shares was executed in thirty-nine (39) separate transactions with sales prices ranging from \$51.45 to \$52.79 for a weighted averages sales price of \$52.5183.
- (3) These stock options were granted under the Issuer's Amended and Restated Stock Option Plan, 2,800 of which options became exercisable on February 10, 2005 and 4,000 of which options became exercisable on February 10, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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