

PEDIATRIX MEDICAL GROUP INC
 Form 4
 May 03, 2006

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 *
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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
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

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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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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