WAGNER KARL B

Form 4

February 10, 2006

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WAGNER KARL B	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	PEDIATRIX MEDICAL GROUP INC [PDX]			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify		
1301 CONCORD TERRACE	02/08/2006	below) below) Chief Financial Officer		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CLINIDISE EL 22222 2025	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
SUNRISE, FL 33323-2825		Person		
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		
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(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dia (Instr. 3, 4	sposed 4 and : (A) or	l of (D) 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	02/08/2006		Code V M	Amount 37,500	(D)	Price \$ 61.97	80,215.0196	D	
Common Stock	02/08/2006		S <u>(1)</u>	15,500	D	\$ 92	64,715.0196	D	
Common Stock	02/08/2006		S(1)	700	D	\$ 92.01	64,015.0196	D	
Common Stock	02/08/2006		S(1)	500	D	\$ 92.05	63,515.0196	D	
Common Stock	02/08/2006		S <u>(1)</u>	4,100	D	\$ 92.25	59,415.0196	D	

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Common Stock	02/08/2006	S <u>(1)</u>	2,200	D	\$ 57,215.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	1,900	D	\$ 55,315.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	2,100	D	\$ 53,215.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	900	D	\$ 52,315.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	4,050	D	\$ 92.3 48,265.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	300	D	\$ 47,965.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	300	D	\$ 47,665.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	300	D	\$ 47,365.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	600	D	\$ 46,765.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	400	D	\$ 46,365.0196 D
Common Stock	02/08/2006	S(1)	700	D	\$ 92.4 45,665.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	200	D	\$ 45,465.0196 D
Common Stock	02/08/2006	S <u>(1)</u>	700	D	\$ 44,765.0196 D
Common Stock	02/08/2006	S(1)	2,050	D	\$ 92.5 42,715.0196 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		3. Transaction Date (Month/Day/Year)		4. Transactio	5. Number of orDerivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		

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and 5)

37,500 05/20/2005 05/20/2014

37,500

Stock

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

Stock
Options (Code V (A) (D) Date Expiration Title Amount or Number of Shares

M

(Right to buy)

Reporting Owners

\$61.97

Reporting Owner Name / Address Relationships

02/08/2006

Director 10% Owner Officer Other

WAGNER KARL B 1301 CONCORD TERRACE SUNRISE, FL 33323-2825

Chief Financial Officer

Signatures

KARL B

WAGNER 02/10/2006

**Signature of Person

**Bignature of Person

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).
- (2) Options granted pursuant to the Company's 2004 Incentive Compensation Plan.
- (1) This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.

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.

Reporting Owners 3