

PEDIATRIX MEDICAL GROUP INC

Form 4

September 05, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CALABRO JOSEPH M

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)
08/31/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
PRES. & CHIEF OPERATING OFCR

SUNRISE, FL 33323-2825

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/31/2007		M	15,625	A \$ 44.7	153,752	D
Common Stock	08/31/2007		S ⁽¹⁾	2,625	D \$ 59.7	151,127	D
Common Stock	08/31/2007		S ⁽¹⁾	300	D \$ 59.75	150,827	D
Common Stock	09/04/2007		S ⁽¹⁾	6,400	D \$ 59.7	144,427	D
Common Stock	09/04/2007		S ⁽¹⁾	2,100	D \$ 59.71	142,327	D

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Common Stock	09/04/2007	<u>S(1)</u>	700	D	\$ 59.72	141,627	D	
Common Stock	09/04/2007	<u>S(1)</u>	200	D	\$ 59.73	141,427	D	
Common Stock	09/04/2007	<u>S(1)</u>	100	D	\$ 59.74	141,327	D	
Common Stock	09/04/2007	<u>S(1)</u>	300	D	\$ 59.75	141,027	D	
Common Stock	09/04/2007	<u>S(1)</u>	200	D	\$ 59.76	140,827	D	
Common Stock	09/04/2007	<u>S(1)</u>	100	D	\$ 59.77	140,727	D	
Common Stock	09/04/2007	<u>S(1)</u>	100	D	\$ 59.78	140,627	D	
Common Stock	09/04/2007	<u>S(1)</u>	100	D	\$ 59.79	140,527	D	
Common Stock	09/04/2007	<u>S(1)</u>	200	D	\$ 59.8	140,327	D	
Common Stock	09/04/2007	<u>S(1)</u>	100	D	\$ 59.82	140,227	D	
Common Stock	09/04/2007	<u>S(1)</u>	1,400	D	\$ 59.83	138,827	D	
Common Stock	09/04/2007	<u>S(1)</u>	700	D	\$ 59.88	138,127	D	
Common Stock						4	I	BY SPOUSE

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)		Title

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					Date Exercisable	Expiration Date			Amount or Number of Shares
Stock Options (Right to buy)	\$ 44.7	08/31/2007	M	15,625	06/01/2007	06/01/2016	Common Stock	15,625	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALABRO JOSEPH M 1301 CONCORD TERRACE SUNRISE, FL 33323-2825			PRES. & CHIEF OPERATING OFCR	

Signatures

JOSEPH M
CALABRO
09/05/2007

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) These sales have been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.
- (2) These stock options were granted under the Issuer's 2004 Incentive Compensation Plan and became exercisable on June 1, 2007.

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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