PEDIATRIX MEDICAL GROUP INC

Form 4 April 05, 2005

FORM 4

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

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MEDEL ROGER MD			2. Issuer Name and Ticker or Trading Symbol PEDIATRIX MEDICAL GROUP INC [PDX]				<i>8</i>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 1301 CONCORD TERRACE			3. Date of Earliest Transaction (Month/Day/Year) 04/01/2005				_	X Director 10% Owner Other (specify below) CHIEF EXECUTIVE OFFICER		
(Street) SUNRISE, FL 33323-2825			Filed(Month/Day/Year)				<i>I</i> - -	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
	(State)	(7in)						Person		
(City)	(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. Deeme Execution I any (Month/Day	Date, if	3. Transaction Code (Instr. 8)	4. Securit for Dispos (Instr. 3, 4	ed of (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	04/01/2005	04/01/200	05	M	10,000	A	\$ 36.75	10,000	D	
Common Stock	04/01/2005	04/01/200	05	S(1)	10,000	D	\$ 68.7185	0	D	
Common Stock								240	I	BY CHILD

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

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercis	sable and	7. Title and A	Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and	4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed of					
	Security				(D)					
				(Instr. 3, 4,						
					and 5)					
						Date	Expiration	Title	Amount	
				Code V	(A) (D)	Exercisable	Date		Number of Shares	
Stock Option	\$ 36.75	04/01/2005	04/01/2005	M	10,000 (2)	03/22/1997	03/22/2006	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MEDEL ROGER MD						
1301 CONCORD TERRACE	X		CHIEF EXECUTIVE OFFICER			

Signatures

THOMAS W.

HAWKINS 04/05/2005

**Signature of Reporting
Person

a currently valid OMB number.

SUNRISE, FL 33323-2825

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 Rule 10b5-1 trading plan adopted by the reporting person effective February 9, 2004.
- (2) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on March 22, 1997.

 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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Reporting Owners 2