

PEDIATRIX MEDICAL GROUP INC
 Form 4
 September 05, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WAGNER KARL B

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
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

SUNRISE, FL 33323-2825
 (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 | 08/31/2007 | | M | | 11,719 A \$ 44.7 | 118,243 ⁽¹⁾ | D |
| Common Stock | 08/31/2007 | | S ⁽²⁾ | | 1,719 D \$ 59.7 | 116,524 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | | S ⁽²⁾ | | 6,200 D \$ 59.7 | 110,324 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | | S ⁽²⁾ | | 1,600 D \$ 59.71 | 108,724 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | | S ⁽²⁾ | | 500 D \$ 59.72 | 108,224 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|------------------|-------|---|----------|------------------------|---|
| Common Stock | 09/04/2007 | S ⁽²⁾ | 100 | D | \$ 59.73 | 108,124 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | S ⁽²⁾ | 300 | D | \$ 59.75 | 107,824 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | S ⁽²⁾ | 100 | D | \$ 59.76 | 107,724 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | S ⁽²⁾ | 200 | D | \$ 59.77 | 107,524 ⁽¹⁾ | D |
| Common Stock | 09/04/2007 | S ⁽²⁾ | 1,000 | D | \$ 59.88 | 106,524 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 44.7 | 08/31/2007 | | M | 11,719 | 06/01/2007 | 06/01/2006 | Common Stock | 11,719 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGNER KARL B 1301 CONCORD TERRACE SUNRISE, FL 33323-2825 | | | Chief Financial Officer | |

Signatures

KARL B
WAGNER

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).
- (2) These sales have been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.
- (1) Includes (1) 73,907 shares of common stock beneficially owned by RMMR Properties L.P., a Delaware limited partnership controlled by the reporting person, and (2) 2,234 shares directly owned by RMMR Properties L.P. that were acquired through the issuer's employee stock purchase plans.
- (3) 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. 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.