NATUS MEDICAL INC

Form 4 June 11, 2008

FORM 4

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

OMB APPROVAL OMB

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

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MURPHY STEVEN J

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NATUS MEDICAL INC [BABY]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 06/09/2008

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

C/O NATUS MEDICAL **INCORPORATED, 1501** INDUSTRIAL ROAD

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Vice President Finance and CFO

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN CARLOS, CA 94070

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 5. Amount of 3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

(Instr. 3 and 4)

Price Code V Amount (D)

Common

Stock, \$0.001 par value per

share

06/09/2008

10,000 A (1)

43,189 (2)

D

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

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(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	Date Exercisab	le and	7. Title and A	mo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying S	ecu
Security	or Exercise		any	Code	Securities	(Month/Day/Year	.)	(Instr. 3 and 4	1)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Aı
						Date Exercisable	Expiration	Title	or
							Date		Nι
				Code V	(A) (D)				of
Nonqualified Stock Option	\$ 20.09	06/09/2008		A	20,000	07/09/2008(3)	06/09/2014	Common Stock	2

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MURPHY STEVEN J C/O NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070

Vice President Finance and CFO

Signatures

Steven J. 06/11/2008 Murphy

**Signature of Date
Reporting 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).
- (1) The shares vest 50% on August 15, 2010 and 25% on each of August 15, 2011 and August 15, 2012.
- (2) Includes 746 shares purchased pursuant to the Company's Employee Stock Purchase Plan since the date of the reporting persons last Form
- (3) The option vests in 48 equal monthly installments beginning on the date of grant.

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.

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