

MILLER FREDERICK V MD  
 Form 4  
 December 17, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
 MILLER FREDERICK V MD

2. Issuer Name and Ticker or Trading Symbol  
 MEDNAX, INC. [MD]

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)  
 12/15/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, PEDIATRIX DIVISION

SUNRISE, FL 33323-2825

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/15/2009                           |  | M                              |   | 940   | A  | \$ 44.7 31,364  |
| Common Stock                    | 12/15/2009                           |  | S <sup>(1)</sup>               |   | 940   | D  | \$ 59.7132 30,424                                     |
| Common Stock                    | 12/16/2009                           |  | M                              |   | 2,846   | A  | \$ 44.7 33,270  |
| Common Stock                    | 12/16/2009                           |  | S <sup>(1)</sup>               |   | 2,846   | D  | \$ 59.8172 30,424                                     |

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

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock                               | \$ 44.7  | 12/15/2009                           |  | M                              | 940   | 06/01/2007 06/01/2017                                    | Common Stock  | 940                           |
| Common Stock                               | \$ 44.7  | 12/16/2009                           |  | M                              | 2,846   | 06/01/2007 06/01/2017                                    | Common Stock  | 2,846                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| MILLER FREDERICK V MD<br>1301 CONCORD TERRACE<br>SUNRISE, FL 33323-2825 |               |           | President, Pediatrix Division |       |

## Signatures

Thomas W. Hawkins,  
Attorney-in-fact

12/17/2009

\*\*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 were executed pursuant to the Reporting Person's Rule 10b5-1 trading plan.
  - (2) Sales of shares were executed in five (5) separate transactions with prices ranging from \$59.70 to \$59.76 for a weighted average sales price of \$59.7132.
  - (3) Sales of shares were executed in twelve (12) separate transactions with prices ranging from \$59.70 to \$59.96 for a weighted average sales price of \$59.8172.

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