

PEDIATRIX MEDICAL GROUP INC
 Form 4
 October 07, 2005

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 *
MEDEL ROGER MD

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)
10/03/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
CHIEF EXECUTIVE OFFICER

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	(D)	Price
Common Stock	10/03/2005	10/05/2005 ⁽¹⁾	M		20,000	A	\$ 25.3
Common Stock	10/03/2005	10/05/2005 ⁽¹⁾	S ⁽²⁾		20,000	D	\$ 77.0635
Common Stock	10/04/2005	10/05/2005 ⁽¹⁾	M		20,000	A	\$ 25.3
Common Stock	10/04/2005	10/05/2005 ⁽¹⁾	S ⁽²⁾		20,000	D	\$ 77.1271
Common Stock	10/05/2005		M		20,000	A	\$ 25.3

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Common Stock	10/05/2005		S ⁽²⁾	20,000	D	\$ 75.2467	33,333	D	
Common Stock	10/06/2005	10/07/2005 ⁽³⁾	M	20,000	A	\$ 25.3	53,333	D	
Common Stock	10/06/2005	10/07/2005 ⁽³⁾	S ⁽²⁾	20,000	D	\$ 74.4264	33,333	D	
Common Stock	10/07/2005		M	20,000	A	\$ 25.3	53,333	D	
Common Stock	10/07/2005		S ⁽²⁾	20,000	D	\$ 73.0563	33,333	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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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Options (Right to buy)	\$ 25.3	10/03/2005	10/05/2005 ⁽¹⁾	M	20,000 ⁽⁴⁾	04/02/2004 04/02/2013	Common Stock	20,000	
Stock Options (Right to buy)	\$ 25.3	10/04/2005	10/05/2005 ⁽¹⁾	M	20,000 ⁽⁴⁾	04/02/2004 04/02/2013	Common Stock	20,000	
Stock Options (Right to buy)	\$ 25.3	10/05/2005		M	20,000 ⁽⁴⁾	04/02/2004 04/02/2013	Common Stock	20,000	
	\$ 25.3	10/06/2005	10/07/2005 ⁽³⁾	M		04/02/2004 04/02/2013		20,000	

Stock Options (Right to buy)					20,000 <u>(4)</u>			Common Stock	
Stock Options (Right to buy)	\$ 25.3	10/07/2005		M	20,000 <u>(4)</u>	04/02/2004	04/02/2013	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEDEL ROGER MD 1301 CONCORD TERRACE SUNRISE, FL 33323-2825	X		CHIEF EXECUTIVE OFFICER	

Signatures

By: Dominic J.
Andreano

10/07/2005

__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) This transaction was executed pursuant to a Rule 10b5-1 trading plan. Broker notified reporting person of the transaction October 5, 2005, the deemed execution date.
- (2) This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective February 9, 2004.
- (3) This transaction was executed pursuant to a Rule 10b5-1 trading plan. Broker notified reporting person of the transaction October 7, 2005, the deemed execution date.
- (4) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on April 2, 2004.

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.