

FERNANDEZ MICHAEL
Form 4
March 05, 2008

FORM 4

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

OMB APPROVAL

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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 *
FERNANDEZ MICHAEL

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

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

1301 CONCORD TERRACE

(Street)

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

SUNRISE, FL 33323-2825

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 03/03/2008 | | M | | | 30,000 | A | \$ 13.505 | 44,800 | D | |
| Common Stock | 03/03/2008 | | M | | | 8,000 | A | \$ 18.775 | 52,800 | D | |
| Common Stock | 03/03/2008 | | M | | | 6,000 | A | \$ 19.455 | 58,800 | D | |
| Common Stock | 03/03/2008 | | M | | | 8,000 | A | \$ 30.985 | 66,800 | D | |
| Common Stock | 03/03/2008 | | M | | | 8,000 | A | \$ 37.3 | 74,800 | D | |

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Common Stock 03/03/2008 M 1,778 A \$ 50.34 76,578 D

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 13.505 | 03/03/2008 | | M | 30,000 | <u>(1)</u> 10/30/2011 | Common Stock | 30,000 |
| Stock Options (Right to buy) | \$ 18.775 | 03/03/2008 | | M | 8,000 | <u>(2)</u> 06/04/2013 | Common Stock | 8,000 |
| Stock Options (Right to buy) | \$ 19.455 | 03/03/2008 | | M | 6,000 | <u>(3)</u> 05/14/2012 | Common Stock | 6,000 |
| Stock Options (Right to buy) | \$ 30.985 | 03/03/2008 | | M | 8,000 | <u>(4)</u> 05/20/2014 | Common Stock | 8,000 |
| Stock Options (Right to buy) | \$ 37.3 | 03/03/2008 | | M | 8,000 | <u>(5)</u> 05/06/2015 | Common Stock | 8,000 |
| Stock Options (Right to buy) | \$ 50.34 | 03/03/2008 | | M | 1,778 | <u>(6)</u> 05/04/2016 | Common Stock | 1,778 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FERNANDEZ MICHAEL 1301 CONCORD TERRACE SUNRISE, FL 33323-2825 | X | | | |

Signatures

BY: THOMAS W. HAWKINS
03/05/2008

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).
- (5) Options granted under Issuer's Amended and Restated Stock Option Plan and became exercisable on May 6, 2005.
- (4) Options granted under Issuer's Amended and Restated Stock Option Plan and became exercisable on May 20, 2004.
- (6) Options granted under Issuer's 2004 Incentive Compensation Plan and became exercisable on May 4, 2007.
- (2) Options granted under Issuer's Amended and Restated Stock Option Plan and became exercisable on June 4, 2003.
- (3) Options granted under Issuer's Amended and Restated Stock Option Plan and became exercisable in three equal installments on May 14, 2003, 2004 and 2005.
- (1) Options granted under Issuer's Amended and Restated Stock Option Plan, 24,000 of which became exercisable on October 30, 2001, 4,000 of which became exercisable on October 30, 2002 and 2,000 of which became exercisable October 30, 2003.

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.