

CALABRO JOSEPH M  
Form 4  
February 10, 2006

**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 \*  
CALABRO JOSEPH M

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)  
02/08/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
PRES. & CHIEF OPERATING OFCR

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2006		M		17,700	A	\$ 61 72,701
Common Stock	02/08/2006		M		50,000	A	\$ 61.97 122,701
Common Stock	02/08/2006		S <sup>(1)</sup>		16,200	D	\$ 91.75 106,501
Common Stock	02/08/2006		S <sup>(1)</sup>		20,200	D	\$ 92 86,301
Common Stock	02/08/2006		S <sup>(1)</sup>		800	D	\$ 92.01 85,501

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Common Stock	02/08/2006	<u>S(1)</u>	500	D	\$ 92.05	85,001	D
Common Stock	02/08/2006	<u>S(1)</u>	3,400	D	\$ 92.25	81,601	D
Common Stock	02/08/2006	<u>S(1)</u>	1,500	D	\$ 92.26	80,101	D
Common Stock	02/08/2006	<u>S(1)</u>	3,400	D	\$ 92.27	76,701	D
Common Stock	02/08/2006	<u>S(1)</u>	2,400	D	\$ 92.28	74,301	D
Common Stock	02/08/2006	<u>S(1)</u>	700	D	\$ 92.29	73,601	D
Common Stock	02/08/2006	<u>S(1)</u>	6,700	D	\$ 92.3	66,901	D
Common Stock	02/08/2006	<u>S(1)</u>	500	D	\$ 92.31	66,401	D
Common Stock	02/08/2006	<u>S(1)</u>	700	D	\$ 92.32	65,701	D
Common Stock	02/08/2006	<u>S(1)</u>	2,900	D	\$ 92.34	62,801	D
Common Stock	02/08/2006	<u>S(1)</u>	500	D	\$ 92.35	62,301	D
Common Stock	02/08/2006	<u>S(1)</u>	400	D	\$ 92.36	61,901	D
Common Stock	02/08/2006	<u>S(1)</u>	200	D	\$ 92.37	61,701	D
Common Stock	02/08/2006	<u>S(1)</u>	400	D	\$ 92.38	61,301	D
Common Stock	02/08/2006	<u>S(1)</u>	700	D	\$ 92.39	60,601	D
Common Stock	02/08/2006	<u>S(1)</u>	600	D	\$ 92.4	60,001	D
Common Stock	02/08/2006	<u>S(1)</u>	100	D	\$ 92.43	59,901	D
Common Stock	02/08/2006	<u>S(1)</u>	300	D	\$ 92.44	59,601	D
Common Stock	02/08/2006	<u>S(1)</u>	300	D	\$ 92.46	59,301	D
Common Stock	02/08/2006	<u>S(1)</u>	700	D	\$ 92.48	58,601	D
	02/08/2006	<u>S(1)</u>	600	D		58,001	D

Common Stock					\$	92.49		
Common Stock	02/08/2006	S <sup>(1)</sup>	3,000	D	\$	92.62	55,001	D
Common Stock							1	I
								BY SPOUSE

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option	\$ 61	02/08/2006		M	17,700	01/27/2000	01/27/2009	Common Stock	17,700
Stock Options (Right to buy)	\$ 61.97	02/08/2006		M	50,000	05/20/2005	05/20/2014	Common Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALABRO JOSEPH M 1301 CONCORD TERRACE SUNRISE, FL 33323-2825			PRES. & CHIEF OPERATING OFCR	

## Signatures

JOSEPH M  
CALABRO

02/10/2006

\_\_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).

(3) Options granted pursuant to the Company's 2004 Incentive Compensation Plan.

(2) Options granted pursuant to the Company's Amended and Restated Stock Option Plan.

(1) This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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