

PEDIATRIX MEDICAL GROUP INC  
 Form 4  
 September 05, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**08/31/2007**

\_\_\_\_ 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                    | 08/31/2007                           |  | M                              |   | 15,625  | A  | \$ 44.7                           |
| Common Stock                    | 08/31/2007                           |  | S <sup>(1)</sup>               |   | 2,625   | D  | \$ 59.7                           |
| Common Stock                    | 08/31/2007                           |  | S <sup>(1)</sup>               |   | 300   | D  | \$ 59.75                          |
| Common Stock                    | 09/04/2007                           |  | S <sup>(1)</sup>               |   | 6,400   | D  | \$ 59.7                           |
| Common Stock                    | 09/04/2007                           |  | S <sup>(1)</sup>               |   | 2,100   | D  | \$ 59.71                          |

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|              |            |                  |       |   |          |         |   |           |
|--------------|------------|------------------|-------|---|----------|---------|---|-----------|
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 700   | D | \$ 59.72 | 141,627 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 200   | D | \$ 59.73 | 141,427 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 100   | D | \$ 59.74 | 141,327 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 300   | D | \$ 59.75 | 141,027 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 200   | D | \$ 59.76 | 140,827 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 100   | D | \$ 59.77 | 140,727 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 100   | D | \$ 59.78 | 140,627 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 100   | D | \$ 59.79 | 140,527 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 200   | D | \$ 59.8  | 140,327 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 100   | D | \$ 59.82 | 140,227 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 1,400 | D | \$ 59.83 | 138,827 | D |           |
| Common Stock | 09/04/2007 | S <sup>(1)</sup> | 700   | D | \$ 59.88 | 138,127 | D |           |
| Common Stock |            |                  |       |   |          | 4       | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   |  | Title   |

|                                       |         |            |   |        | Date<br>Exercisable | Expiration<br>Date |                 | Amount<br>or<br>Number<br>of Shares |
|---------------------------------------|---------|------------|---|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Stock<br>Options<br>(Right to<br>buy) | \$ 44.7 | 08/31/2007 | M | 15,625 | 06/01/2007          | 06/01/2016         | Common<br>Stock | 15,625                              |

## Reporting Owners

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

## Signatures

JOSEPH M  
CALABRO

09/05/2007

\*\*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 have been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.
- (2) These stock options were granted under the Issuer's 2004 Incentive Compensation Plan and became exercisable on June 1, 2007.

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