

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CALABRO JOSEPH M</u> (Last) (First) (Middle) <u>1301 CONCORD TERRACE</u> (Street) <u>SUNRISE FL 33323-2825</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PEDIATRIX MEDICAL GROUP INC [PDX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/24/2004	02/24/2004	M		11,667	A	\$21.375	11,668	D	
Common Stock	02/24/2004	02/24/2004	M		33,333	A	\$34.79	45,001	D	
Common Stock	02/24/2004	02/24/2004	M		19,300	A	\$31.8	64,301	D	
Common Stock	02/24/2004	02/24/2004	S		64,300	D	\$58	1	D	
Common Stock	02/24/2004	02/24/2004	M		200	A	\$12.875	201	I	BY SPOUSE
Common Stock	02/24/2004	02/24/2004	M		1,666	A	\$21.375	1,867	I	BY SPOUSE
Common Stock	02/24/2004	02/24/2004	M		3,333	A	\$32.41	5,200	I	BY SPOUSE
Common Stock	02/24/2004	02/24/2004	M		1,667	A	\$28	6,867	I	BY SPOUSE
Common Stock	02/24/2004	02/24/2004	S		6,866	D	\$58	1	I	BY SPOUSE

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$21.375	02/24/2004	02/24/2004	M			11,667 ⁽¹⁾	01/05/2002	01/05/2011	Common Stock	11,667	\$0	0	D	
Stock Options (Right to buy)	\$31.8	02/24/2004	02/24/2004	M			19,300 ⁽²⁾	08/27/2003	08/27/2012	Common Stock	19,300	\$0	66,666	D	
Stock Options (Right to buy)	\$34.79	02/24/2004	02/24/2004	M			33,333 ⁽³⁾	08/06/2002	08/06/2011	Common Stock	33,333	\$0	16,667	D	
Stock Options (Right to buy)	\$12.875	02/24/2004	02/24/2004	M			200 ⁽⁴⁾	08/16/2001	08/16/2010	Common Stock	200	\$0	0	I	BY SPOUSE
Stock Options (Right to buy)	\$21.375	02/24/2004	02/24/2004	M			1,666 ⁽⁵⁾	01/05/2002	01/05/2011	Common Stock	1,666	\$0	0	I	BY SPOUSE

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$28	02/24/2004	02/24/2004	M			1,667 ⁽⁶⁾	02/10/2004	02/10/2013	Common Stock	1,667	\$0	3,333	I	BY SPOUSE
Stock Options (Right to buy)	\$32.41	02/24/2004	02/24/2004	M			3,333 ⁽⁷⁾	12/13/2002	12/13/2011	Common Stock	3,333	\$0	1,667	I	BY SPOUSE

Explanation of Responses:

- Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on January 5, 2002.
- Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on August 27, 2003.
- Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on August 6, 2002.
- Options, to which Mr. Calabro disclaims beneficial ownership, were granted to Mr. Calabro's spouse pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on August 16, 2001.
- Options, to which Mr. Calabro disclaims beneficial ownership, were granted to Mr. Calabro's spouse pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on January 5, 2002.
- Options, to which Mr. Calabro disclaims beneficial ownership, were granted to Mr. Calabro's spouse pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on February 10, 2004.
- Options, to which Mr. Calabro disclaims beneficial ownership, were granted to Mr. Calabro's spouse pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on December 13, 2002.

JOSEPH M CALABRO

02/24/2004

** Signature of Reporting Person

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.