

**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
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1. Name and Address of Reporting Person* <u>WAGNER KARL B</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 Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2005</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	05/05/2005		M		50,000	A	\$34.79	51,465.0196	D	
Common Stock	05/05/2005		M		15,000	A	\$31.8	66,465.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		21,900	D	\$72	44,565.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		100	D	\$72.01	44,465.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		1,300	D	\$72.02	43,165.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		400	D	\$72.05	42,765.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		9,700	D	\$72.06	33,065.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		300	D	\$72.08	32,765.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		100	D	\$72.09	32,665.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		200	D	\$72.1	32,465.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		300	D	\$72.15	32,165.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		1,000	D	\$72.16	31,165.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		300	D	\$72.19	30,865.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		400	D	\$72.2	30,465.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		900	D	\$72.21	29,565.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		200	D	\$72.23	29,365.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		200	D	\$72.24	29,165.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		3,100	D	\$72.25	26,065.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		700	D	\$72.26	25,365.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		400	D	\$72.27	24,965.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		500	D	\$72.29	24,465.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		400	D	\$72.28	24,065.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		6,100	D	\$72.3	17,965.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		2,700	D	\$72.31	15,265.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		4,600	D	\$72.32	10,665.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		1,300	D	\$72.33	9,365.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		1,200	D	\$72.34	8,165.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		3,100	D	\$72.35	5,065.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		200	D	\$72.36	4,865.0196	D	
Common Stock	05/05/2005		s <sup>(1)</sup>		100	D	\$72.37	4,765.0196	D	

**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)	\$31.8	05/05/2005		M			15,000 <sup>(2)</sup>	08/27/2003	08/27/2012	Common Stock	15,000	\$31.8	25,000	D	
Stock Options (Right to buy)	\$34.79	05/05/2005		M			50,000 <sup>(3)</sup>	08/06/2002	08/06/2011	Common Stock	50,000	\$0	0	D	

**Explanation of Responses:**

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

KARL B WAGNER

05/05/2005

\*\* 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.

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