

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 19, 2005

PEDIATRIX MEDICAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	001-12111 Commission File Number	65-0271219 (IRS Employer Identification No.)
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1301 Concord Terrace Sunrise, FL (Address of principal executive offices)	33323 (Zip Code)
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Registrant's telephone number, including area code: (954) 384-0175

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On July 19, 2005, Pediatrix Medical Group, Inc. (the "Company") issued a press release ("Press Release") announcing that it expects earnings per share of \$1.14 for the three months ended June 30, 2005. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated in this Current Report by reference.

Item 9.01. Financial Statements and Exhibits.

Item 9.01(a) Financial Statements of businesses acquired:
Not applicable.

Item 9.01(b) Pro Forma Financial Information:
Not applicable.

Item 9.01(c) Exhibits:

99.1 Press Release of Pediatrix Medical Group, Inc. dated July 19, 2005.

SIGNATURES

Pursuant of the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PEDIATRIX MEDICAL GROUP, INC.
(Registrant)

Date: July 19, 2005

By: /s/ Karl B. Wagner

Karl B. Wagner
Chief Financial Officer

(c) Exhibits

99.1 Press Release of Pediatrix Medical Group, Inc., dated July 19, 2005.

Pediatric Announces 2005 Restricted Stock Grant,
Expects 2005 Second Quarter EPS of \$1.14

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)--July 19, 2005--Pediatric Medical Group, Inc. (NYSE:PDX) today announced that its Board of Directors has approved the award of approximately 335,000 shares of restricted stock to key employees under the Company's 2004 Incentive Compensation Plan effective July 14, 2005. As a result of this award, the Company expects to recognize equity compensation expense, before taxes, of \$4.6 million and \$5.5 million for the 2005 third and fourth quarters, respectively.

Pediatric had delayed its 2005 equity-based compensation grant as Pediatric's Board of Directors restructured the Company's equity-based compensation in anticipation of new accounting rules for equity-based compensation.

Pediatric also announced that it expects earnings per share of \$1.14 for the 2005 second quarter, reflecting better-than-expected same-unit revenue growth as well as timing benefits from an accelerated pace of physician group practice acquisitions completed during the first half of 2005.

Pediatric will report financial results for the three months ended June 30, 2005, on August 3, 2005. During an investor conference call, Pediatric management expects to discuss earnings guidance for the 2005 third and fourth quarters. The conference call will be webcast, and will be available on Pediatric's Web site, <http://www.pediatric.com>.

About Pediatric

Pediatric was founded in 1979. Pediatric physicians and advanced nurse practitioners are reshaping the delivery of maternal-fetal and newborn care, identifying best demonstrated processes and participating in clinical research to enhance patient outcomes and provide high-quality, cost-effective care. Its neonatal physicians provide services at more than 220 NICUs, and through Obstetric, its perinatal physicians provide services in many markets where Pediatric's neonatal physicians practice. Combined, Pediatric and its affiliated professional corporations employ more than 790 physicians in 32 states and Puerto Rico. Pediatric is also the nation's largest provider of newborn hearing screens and newborn metabolic screening. Additional information is available at <http://www.pediatric.com>.

Certain statements and information in this press release may be deemed to be "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to our objectives, plans and strategies, and all statements (other than statements of historical facts) that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. These statements are often characterized by terminology such as "believe", "hope", "may", "anticipate", "should", "intend", "plan", "will", "expect", "estimate", "project", "positioned", "strategy" and similar expressions, and are based on assumptions and assessments made by Pediatric's management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. Any forward-looking statements in this press release are made as of the date hereof, and Pediatric undertakes no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments, and business decisions to differ materially from forward-looking statements are described in Pediatric's most recent Annual Report on Form 10-K, including the section entitled "Risk Factors".

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