SEC Form 4

FORM 4

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

Washington, D.C. 20549

OMB APPROVAL
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STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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

			01 500		vestment Con	Ipany Act of 1940						
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol PEDIATRIX MEDICAL GROUP INC PDX				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Goldschmidt Pascal J</u>							1	Director	10% 0	Owner		
			L	1				Officer (give title		(specify		
(Last)	(First)	(Middle)	3. Date	3. Date of Earliest Transaction (Month/Day/Year)				below)	below)		
1301 CONCORD TERRACE		11/01/	2007									
(Street)			4. If Am	nendment, Date of G	Driginal Filed	(Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group	Filing (Check A	pplicable		
SUNRISE	FL	33323-282	5				X	Form filed by One	e Reporting Pers	on		
								Form filed by More than One Report				
	(-)	/ \						Person	le inan one rrep	orung		
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			

(Month/Day/Year) 8) Owned Following Reported Code Owned Following V (I) (Instr. 4) Ownersh (Instr. 4) Tansaction(s) (Instr. 3 and 4) Totale II Derivative Conversioned Accessioned Acc

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puts, cans, 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. Transa Code (8)		Derivative		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	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		Transaction(s) (Instr. 4)		
Stock Options (Right to buy)	\$64.65	11/01/2007		A	v	5,334 ⁽¹⁾		11/01/2008 ⁽²⁾	11/01/2017	Common Stock	5,334	\$64.65	5,334	D	

Explanation of Responses:

1. Stock options granted pursuant to the Issuer's 2004 Incentive Compensation Plan in connection with annual equity award.

2. Stock options vest in three equal installments on November 1, 2008, 2009 and 2010.

By: Thomas W. Hawkins

11/13/2007

Date

** Signature of Reporting Person

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.