

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Clark David A.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2008	3. Issuer Name and Ticker or Trading Symbol <u>PEDIATRIX MEDICAL GROUP INC [ PDX ]</u>	
		4. 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 / Pediatrix Division</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 08/21/2008
(Last) (First) (Middle) <u>1301 CONCORD TERRACE</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>SUNRISE FL 33323-2825</u>			
(City) (State) (Zip)			

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>19,028<sup>(1)(2)</sup></u>	<u>D</u>	

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Options (Right to buy)</u>	<u>(3)</u>	<u>06/01/2016</u>	<u>Common Stock</u>	<u>10,416<sup>(3)</sup></u>	<u>44.7</u>	<u>D</u>
<u>Stock Options (Right to buy)</u>	<u>(4)</u>	<u>06/02/2018</u>	<u>Common Stock</u>	<u>15,000<sup>(4)</sup></u>	<u>55.43</u>	<u>D</u>
<u>Stock Options (Right to buy)</u>	<u>(5)</u>	<u>06/01/2017</u>	<u>Common Stock</u>	<u>12,500<sup>(5)</sup></u>	<u>57.09</u>	<u>D</u>

## Explanation of Responses:

1. Form 3, as previously amended, inadvertently aggregated securities under "Amount of Securities Beneficially Owned" in Table 1.

2. Restricted Shares previously granted under the Issuer's 2004 and 2008 Incentive Compensation Plans, 4,792 of which will vest on June 1, 2009, 3,055 of which vest on June 1, 2010 and 1,667 of which will vest on June 1, 2011.

3. Stock Options granted under Issuer's 2004 Incentive Compensation Plan, 5,208 of which became exercisable on June 1, 2008 and the remainder become exercisable on June 1, 2009.

4. Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, 2010 and 2011.

5. Stock Options granted under Issuer's 2004 Incentive Compensation Plan, one-third of which became exercisable on June 1, 2008 and the remainder becomes exercisable in equal installments on June 1, 2009 and June 1, 2010.

DAVIDACLARK08/25/2008

\*\* 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 5 (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.