

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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

<b>1. Name and Address of Reporting Person*</b> <u>Clark David A.</u>  (Last) (First) (Middle) <u>1301 CONCORD TERRACE</u>  (Street) <u>SUNRISE FL 33323-2825</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>08/11/2008</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>PEDIATRIX MEDICAL GROUP INC [ PDX ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Chief Operating Officer / Pediatrix Division</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>08/21/2008</u>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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### 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)
Common Stock	1,736 <sup>(1)(2)</sup>	D	
Common Stock	4,514 <sup>(3)(1)</sup>	D	
Common Stock	9,514 <sup>(4)(1)</sup>	D	

### 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				
Stock Options (Right to buy)	(5)	06/01/2016	Common Stock	44.7	D	
Stock Options (Right to buy)	(6)	06/02/2018	Common Stock	55.43	D	
Stock Options (Right to buy)	(7)	06/01/2017	Common Stock	57.09	D	

**Explanation of Responses:**

1. Form 3 inadvertently contained selection "include non-derivative balances", which resulted in the aggregation of securities in "Amount of Securities Beneficially Owned" of Table 1.
2. Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest on June 1, 2009.
3. Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest in equal installments on June 1, 2009 and June 1, 2010.
4. Restricted Shares granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, June 1, 2010 and 2011.
5. 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.
6. Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, 2010 and 2011.
7. 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.

DAVIDACLARK

08/25/2008

\*\* 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.