SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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				2. Issuer Name and Ticker or Trading Symbol PEDIATRIX MEDICAL GROUP INC [PDX]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title X Other (speci				
(Last) (First) (Middle) 1301 CONCORD TERRACE				3. Date of Earliest Transaction (Month/Day/Year) 11/01/2007							below) CHAIRMAN (OF THE BOARD			
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)				
SUNRISE FL 33323-2825											X Form filed by One Reporting Person				
(City)	(State)	(Zip)									Form filed by Mor Person	e than One	Reporting		
		Table I - Nor	ו-Deriva	ative S	ecurities Acq	uired,	Dis	oosed of, o	r Bene	eficially	Owned				
Date			2. Transa Date (Month/D	Execution Date,		3. Transaction Code (Instr. 8)				3, 4 and	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownersh Form: Direc (D) or Indire (I) (Instr. 4)	t Indirect		
						Code	V	Amount	(D)	Price	(Instr. 3 and 4)				

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

(eigi, puis, varia, varians, ophons, conventible 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)	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		(Instr. 4)		
Stock Options (Right to buy)	\$64.65	11/01/2007		A		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 11/02/2007

** 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.

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.