

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>WAGNER KARL B</b>  (Last) (First) (Middle) <b>1301 CONCORD TERRACE</b>  (Street) <b>SUNRISE FL 33323</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MEDNAX, INC. [ MD ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Pres, American Anesthesiology</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/09/2014</b>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2014		M		43,274	A	\$22.35	193,772	D	
Common Stock	05/09/2014		s <sup>(1)</sup>		43,274	D	\$57.0952 <sup>(2)</sup>	150,498	D	
Common Stock	05/09/2014		M		36,250	A	\$28.025	186,748	D	
Common Stock	05/09/2014		s <sup>(1)</sup>		36,250	D	\$57.0947 <sup>(3)</sup>	150,498	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, 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. 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) (Instr. 4)	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
Stock Options (Right to Buy)	\$22.35	05/09/2014		M			43,274	06/01/2009	06/01/2016	Common Stock	43,274	\$22.35	0	D	
Stock Options (Right to Buy)	\$28.025	05/09/2014		M			36,250	08/10/2010	08/10/2017	Common Stock	36,250	\$28.025	20,000	D	

**Explanation of Responses:**

- Sales made pursuant to Reporting Person's 10b5-1 trading plan.
- Sales of shares were executed in forty-two (42) separate transactions with prices ranging from \$56.75 to \$57.28 for a weighted average sales price of \$57.0952.
- Sales of shares were executed in forty (40) separate transactions with prices ranging from \$56.74 to \$57.28 for a weighted average sales price of \$57.0947.

Dominic J. Andreano Attorney-in-Fact 05/09/2014

\*\* 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.