

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* WAGNER KARL B _____ (Last) (First) (Middle) 1301 CONCORD TERRACE _____ (Street) SUNRISE FL 33323 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PEDIATRIX MEDICAL GROUP INC [PDX]	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) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year) 06/06/2006		

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	06/01/2006		A		11,719 ⁽¹⁾	A	\$0	54,434.0196	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				
Stock Options (Right to Buy)	\$44.7	06/01/2006		A		35,156 ⁽²⁾⁽⁴⁾	06/01/2007 ⁽³⁾	06/01/2016	Common Stock	35,156	\$0.00	35,156	D	

Explanation of Responses:

- Restricted shares granted pursuant to the Company's 2004 Incentive Compensation Plan on June 1, 2006. One third of the restricted shares vest on each of June 1, 2007, June 1, 2008 and June 1, 2009.
- Options granted pursuant to Company's 2004 Incentive Compensation Plan.
- One-third vests on each of June 1, 2007, June 1, 2008 and June 1, 2009.
- On June 6, 2006, the reporting person filed a Form 4 reporting the grant of restricted stock and stock options. Column 5 of Table II inadvertently reported the stock options as "Disposed" rather than "Acquired".

/s/ Karl B. Wagner

06/06/2006

** 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.

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