

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* CARLYLE JOHN K			2. Issuer Name and Ticker or Trading Symbol PEDIATRIX MEDICAL GROUP INC [PDX]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2004			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		
1301 CONCORD TERRACE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
SUNRISE	FL	33323-2825						
(City)	(State)	(Zip)						

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	05/21/2004	05/21/2004	M		5,000	A	\$27.22	5,000	D	
Common Stock	05/21/2004	05/21/2004	M		400	A	\$38.91	5,400	D	
Common Stock	05/21/2004	05/21/2004	S		5,400	D	\$63.7666	0	D	
Common Stock	05/24/2004	05/24/2004	M		2,600	A	\$38.91	2,600	D	
Common Stock	05/24/2004	05/24/2004	M		4,000	A	\$37.55	6,600	D	
Common Stock	05/24/2004	05/24/2004	S		6,600	D	\$64.0454	0	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)	\$37.55	05/24/2004	05/24/2004	M		4,000 ⁽¹⁾	06/04/2003	06/04/2013	Common Stock	4,000	\$0	0	D	
Stock Options (Right to buy)	\$38.91	05/21/2004	05/21/2004	M		400 ⁽¹⁾	05/14/2003	05/14/2012	Common Stock	400	\$0	2,600	D	
Stock Options (Right to buy)	\$38.91	05/24/2004	05/24/2004	M		2,600 ⁽¹⁾	05/14/2003	05/14/2012	Common Stock	2,600	\$0	0	D	
Stock Option	\$27.22	05/21/2004	05/21/2004	M		5,000 ⁽¹⁾	05/16/2002	05/16/2011	Common Stock	5,000	\$0	0	D	

Explanation of Responses:

1. Options granted pursuant to the Company's Amended and Restated Stock Option Plan.

THOMAS W. HAWKINS **05/24/2004**

** 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.