

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

1. Name and Address of Reporting Person* <u>Clark David A.</u> (Last) (First) (Middle) 1301 CONCORD TERRACE (Street) SUNRISE FL 33323-2825 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/11/2008	3. Issuer Name and Ticker or Trading Symbol <u>PEDIATRIX MEDICAL GROUP INC [PDX]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer / Pediatrix Division</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

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 ⁽¹⁾	D	
Common Stock	4,514 ⁽²⁾	D	
Common Stock	9,514 ⁽³⁾	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)	(4)	06/01/2016	Common Stock	10,416 ⁽⁴⁾	44.7	D
Stock Options (Right to buy)	(5)	06/02/2018	Common Stock	15,000 ⁽⁵⁾	55.43	D
Stock Options (Right to buy)	(6)	06/01/2017	Common Stock	12,500 ⁽⁶⁾	57.09	D

Explanation of Responses:

- Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest on June 1, 2009.
- Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest on June 1, 2009 and June 1, 2010.
- 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.
- 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.
- Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, 2010 and 2011.
- 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 of June 1, 2009 and June 1, 2010.

DAVIDACLARK 08/21/2008
 ** 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.

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