
 OMB APPROVAL

OMB Number 3235-0287
 Expires: SEPTEMBER 30, 1998
 Estimated average burden
 hours per response 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or
 Section 30(f) of the Investment Company Act of 1940

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

=====

1. Name and Address of Reporting Person*

MEDEL ROGER

 (Last) (First) (Middle)

 1455 Northpark Drive

 (Street)
 Fort Lauderdale FL 33326

 (City) (State) (Zip)

=====

2. Issuer Name and Ticker or Trading Symbol

Pediatric Medical Group, Inc. (PDX)

=====

3. IRS or Social Security Number of Reporting Person (Voluntary)

=====

4. Statement for Month/Year

August 1999

=====

5. If Amendment, Date of Original (Month/Year)

=====

6. Relationship of Reporting Person to Issuer
 (Check all applicable)

[X] Director [] 10% Owner
 [X] Officer (give title below) [] Other (specify below)

PRESIDENT AND C.E.O.

=====

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person
 [] Form filed by more than one Reporting Person

=====

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

=====

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	Price			
Common Stock			5000	A			
Common Stock	04/06/1999	F P	20000	A	\$13.7500		
Common Stock	08/05/1999	F P	10000	A	\$17.1250	35000	D

Common Stock	240	A	240	I	BY CHILD
Common Stock	27970 (01)	A	27970	I	BY INVESTMENT CORPORATIONS
Common Stock	643665 (02)	A	643665	I	BY PARTNERSHIP

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).

FORM 4 (continued)

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. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action 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 Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End Month (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or Indir- ect (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)	
Stock Option	\$ 2.8400	07/01/93	J(03)	50,000	07/01/94	07/01/03	Common Stock	50,000	\$ 2.8400	50,000	D	
Stock Option	\$ 5.0000	03/04/94	J(04)	120,000	03/04/95	03/04/04	Common Stock	120,000	\$ 5.0000	120,000	D	
Stock Option	\$ 7.5000	10/25/94	J(05)	200,000	10/25/95	10/25/04	Common Stock	200,000	\$ 7.5000	200,000	D	
Stock Option	\$19.2500	10/30/95	J(06)	200,000	10/30/96	10/30/05	Common Stock	200,000	\$19.2500	200,000	D	
Stock Option	\$36.7500	03/22/96	J(07)	200,000	03/22/97	03/22/06	Common Stock	200,000	\$36.7500	200,000	D	
Stock Option	\$41.3750	01/28/97	J(08)	200,000	01/28/98	01/28/07	Common Stock	200,000	\$41.3750	200,000	D	
Stock Option	\$38.1250	01/28/98	J(09)	50,000	01/28/99	01/28/08	Common Stock	50,000	\$38.1250	50,000	D	
Stock Option	\$61.0000	01/27/99	J(10)	250,000	01/27/00	01/27/09	Common Stock	250,000	\$61.0000	250,000	D	
Stock Option	\$32.8750	11/20/96	J(11)	10,000	11/20/97	11/20/06	Common Stock	10,000	\$32.8750	10,000	I	BY SPOUSE
Stock Option	\$29.0000	04/14/97	J(12)	50,000	04/14/98	04/14/07	Common Stock	50,000	\$29.0000	50,000	I	BY SPOUSE
Stock Option	\$45.1250	10/29/98	J(13)	50,000	10/29/99	10/29/08	Common Stock	50,000	\$45.1250	50,000	I	BY SPOUSE

Explanation of Responses:

- (01) SHARES INDIRECTLY BENEFICIALLY HELD BY THE INVESTMENT CORPORATION OF WHICH DR. MEDEL AND HIS WIFE OWN 100% OF THE CAPITAL STOCK OF SUCH CORPORATION.
- (02) SHARES INDIRECTLY BENEFICIALLY HELD BY DR. MEDEL THROUGH MEDEL FAMILY LIMITED PARTNERSHIP, L.P., A FLORIDA LIMITED PARTNERSHIP, OF WHICH MEDEL INVESTMENTS, INC. (THE "INVESTMENT CORPORATION"), A FLORIDA CORPORATION, DR. MEDEL AND HIS WIFE OWN 100% OF THE CAPITAL STOCK OF SUCH CORPORATION.
- (03) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN, ONE-THIRD OF THE OPTIONS EXERCISABLE ON EACH JULY 1, 1994, JULY 1, 1995 AND JULY 1, 1996.
- (04) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH MARCH 4, 1995, MARCH 4, 1996 AND MARCH 4, 1997.
- (05) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH OCTOBER 25, 1995, OCTOBER 25, 1996 AND OCTOBER 25, 1997.
- (06) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED EMPLOYEE STOCK OPTION PLAN. ONE-THIRD OF OPTIONS BECOME EXERCISABLE ON EACH OCTOBER 30, 1996, OCTOBER 30, 1997 AND OCTOBER 30, 1998.

- (07) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTIONS PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH MARCH 22, 1997, MARCH 22, 1998 AND MARCH 22, 1999.
- (08) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH JANUARY 28, 1998, JANUARY 28, 1999, JANUARY 28, 2000.
- (09) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE OF EACH JANUARY 28, 1999, JANUARY 28, 2000, JANUARY 28, 2001.
- (10) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTION BECOME EXERCISABLE ON EACH JANUARY 27, 2000, JANUARY 27, 2001, JANUARY 27, 2002.
- (11) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH NOVEMBER 20, 1997, NOVEMBER 20, 1998 AND NOVEMBER 20, 1999.
- (12) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH APRIL 14, 1998, APRIL 14, 1999, AND APRIL 14, 2000.
- (13) OPTIONS GRANTED PURSUANT TO COMPANY'S AMENDED AND RESTATED STOCK OPTION PLAN. ONE-THIRD OF THE OPTIONS BECOME EXERCISABLE ON EACH OCTOBER 29, 1999, OCTOBER 29, 2000 AND OCTOBER 29, 2001.

** 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form display a currently valid OMB Number.

/s/ ROGER MEDEL

August 11, 1999

**Signature of Reporting Person

Date