

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person * <u>HAWKINS THOMAS W</u> (Last) (First) (Middle) <u>1301 CONCORD TERRACE</u> (Street) <u>SUNRISE FL 33323</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MEDNAX, INC. [MD]</u> | 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) <u>SVP, General Counsel and Secy.</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/17/2011</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 (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 | 05/17/2011 | | M | | 31,250 | A | \$44.7 | 97,654 | D | |
| Common Stock | 05/17/2011 | | S | | 31,250 | D | \$73.6904 ⁽¹⁾ | 66,404 | D | |
| Common Stock | 05/17/2011 | | M | | 25,000 | A | \$56.05 | 91,404 | D | |
| Common Stock | 05/17/2011 | | S | | 25,000 | D | \$73.6904 ⁽¹⁾ | 66,404 | D | |
| Common Stock | 05/17/2011 | | M | | 25,000 | A | \$55.43 | 91,404 | D | |
| Common Stock | 05/17/2011 | | S | | 25,000 | D | \$73.6904 ⁽¹⁾ | 66,404 | 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 |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$44.7 | 05/17/2011 | | M | | | 31,250 | 06/01/2007 | 06/01/2016 | Common Stock | 31,250 | \$44.7 | 0 | D | |
| Employee Stock Option (Right to Buy) ⁽²⁾ | \$56.05 | 05/17/2011 | | M | | | 25,000 | 06/01/2008 | 08/10/2017 | Common Stock | 25,000 | \$56.05 | 0 | D | |
| Employee Stock Option (Right to Buy) ⁽³⁾ | \$55.43 | 05/17/2011 | | M | | | 25,000 | 06/01/2009 | 06/01/2018 | Common Stock | 25,000 | \$55.43 | 12,500 | D | |

Explanation of Responses:

- Sales of shares were executed in twenty-nine (29) separate transactions with prices ranging from \$73.60 to \$73.83 for a weighted average sales price of \$73.6904.
- Options granted pursuant to Issuer's 2004 Incentive Compensation Plan.
- Options granted pursuant to Issuer's 2008 Incentive Compensation Plan.

/s/ Thomas W. Hawkins

05/19/2011

** 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.