

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

**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*<br><u>MEDEL ROGER MD</u><br><br>(Last) (First) (Middle)<br><u>1301 CONCORD TERRACE</u><br><br>(Street)<br><u>SUNRISE FL 33323-2825</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PEDIATRIX MEDICAL GROUP INC [ PDX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>CHIEF EXECUTIVE OFFICER</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/02/2004</u>                     |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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                    | 09/02/2004                           | 09/03/2004 <sup>(1)</sup>                          | M                              |   | 20,000  | A          | \$19.25   | 20,000  | D  |   |
| Common Stock                    | 09/02/2004                           | 09/03/2004 <sup>(1)</sup>                          | S <sup>(2)</sup>               |   | 20,000  | D          | \$70.0848 | 0   | D  |   |
| Common Stock                    | 09/03/2004                           | 09/03/2004 <sup>(1)</sup>                          | M                              |   | 2,500   | A          | \$19.25   | 2,500   | D  |   |
| Common Stock                    | 09/03/2004                           | 09/03/2004 <sup>(1)</sup>                          | S <sup>(2)</sup>               |   | 2,500   | D          | \$70.4276 | 0   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |           | 240   | I  | BY CHILD  |

**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   | Amount or Number of Shares |  |  |   |  |
| Stock Option                               | \$19.25  | 09/02/2004                           | 09/03/2004 <sup>(1)</sup>                          | M                              |   |  | 20,000 <sup>(3)</sup> | 10/30/1996   | 10/30/2005      | Common Stock  | 20,000                     | \$0  | 52,500   | D   |  |
| Stock Option                               | \$19.25  | 09/03/2004                           | 09/03/2004 <sup>(1)</sup>                          | M                              |   |  | 2,500 <sup>(3)</sup>  | 10/30/1996   | 10/30/2005      | Common Stock  | 2,500                      | \$0  | 50,000   | D   |  |

**Explanation of Responses:**

- This transaction was executed pursuant to a Rule 10b5-1 trading plan. Broker notified reporting person of the transactions on September 3, 2004, the deemed execution date.
- This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective February 9, 2004.
- Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on October 30, 1996.

THOMAS W. HAWKINS      09/07/2004  
 \*\* 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.