

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	
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1. Name and Address of Reporting Person* <u>WAGNER KARL B</u> _____ (Last) (First) (Middle) <u>1301 CONCORD TERRACE</u> _____ (Street) <u>SUNRISE FL 33323-2825</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>PEDIATRIX MEDICAL GROUP INC [PDX]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) <u>02/08/2006</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>Chief Financial Officer</u>		
			4. 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 <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	02/08/2006		M		37,500	A	\$61.97	80,215.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		15,500	D	\$92	64,715.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		700	D	\$92.01	64,015.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		500	D	\$92.05	63,515.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		4,100	D	\$92.25	59,415.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		2,200	D	\$92.26	57,215.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		1,900	D	\$92.27	55,315.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		2,100	D	\$92.28	53,215.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		900	D	\$92.29	52,315.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		4,050	D	\$92.3	48,265.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		300	D	\$92.31	47,965.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		300	D	\$92.32	47,665.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		300	D	\$92.34	47,365.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		600	D	\$92.37	46,765.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		400	D	\$92.38	46,365.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		700	D	\$92.4	45,665.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		200	D	\$92.46	45,465.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		700	D	\$92.49	44,765.0196	D	
Common Stock	02/08/2006		s ⁽¹⁾		2,050	D	\$92.5	42,715.0196	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)					
Stock Options (Right to buy)	\$61.97	02/08/2006		M		37,500 ⁽²⁾	05/20/2005	05/20/2014	Common Stock	37,500	\$0	18,750	D

Explanation of Responses:

- This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.
- Options granted pursuant to the Company's 2004 Incentive Compensation Plan.

KARL B WAGNER

02/10/2006

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.