## Edgar Filing: PEDIATRIX MEDICAL GROUP INC - Form 4

PEDIATRI Form 4 May 23, 20	X MEDICAL GR 08	OUP INC										
FORM	ЛД									PPROVA	۱L	
	UNITED	Washington, D.C. 20549								3235-	-0287	
Check t if no lo subject Section Form 4	to <b>STATEN</b> 16.	STATEMENT OF CHANGES					ES IN BENEFICIAL OWNERSHIP OF SECURITIES					
Form 5 obligati may co <i>See</i> Inst 1(b).	ons ntinue. Section 17(	(a) of the P	ublic U		lding (	Compa	any Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> Goldschmidt Pascal J			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
			PEDIATRIX MEDICAL GROUP INC [PDX]					(Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 05/23/2008					Officer (give titleOther (specify below) below)				
			I. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person						
SUNRISE	, FL 33323-2825							Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivat	tive Sec	urities A	cquired, Disposed	of, or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed Aonth/Day/Year) Execution Date, any (Month/Day/Yea		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			D) d 5)	5. Amount of Securities6. Ownersh Form: Dire BeneficiallyBeneficially(D) or India OwnedOwned(I)Following(Instr. 4)ReportedTransaction(s)		7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip	
				Code V	Amou	or int (D	) Price	(Instr. 3 and 4)				
Reminder: Re	eport on a separate line	e for each clas	ss of sec	urities bene	ficially	owned	directly o	or indirectly.				
					inf rec dis	ormati quired	on cont to respo	pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yo	ear) (Instr. 8	) I ( (	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 55.43	05/23/2008	А	:	5,334 <u>(1)</u>		05/23/2009 <u>(2)</u>	05/23/2018	Common Stock	5,334

## **Reporting Owners**

Person

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Goldschmidt Pascal J 1301 CONCORD TERRACE SUNRISE, FL 33323-2825	Х						
Signatures							
By: Thomas W. Hawkins	05/23/200	)8					
**Signature of Reporting	Date						

## **Explanation of Responses:**

- \* 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).
- (1) Stock options granted pursuant to the Issuer's 2008 Incentive Compensation Plan in connection with annual equity award.
- (2) Stock options vest in three equal installments on May 23, 2009, 2010 and 2011.

Note: File three copies of this Form, one of which must be manually signed. If space 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 displays a currently valid OMB number.