

WAGNER KARL B
Form 4
May 05, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAGNER KARL B

2. Issuer Name **and** Ticker or Trading
Symbol
PEDIATRIX MEDICAL GROUP
INC [PDX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1301 CONCORD TERRACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Financial Officer

SUNRISE, FL 33323-2825

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	05/05/2005		M	50,000 A	\$ 34.79	51,465.0196	D
Common Stock	05/05/2005		M	15,000 A	\$ 31.8	66,465.0196	D
Common Stock	05/05/2005		S ⁽¹⁾	21,900 D	\$ 72	44,565.0196	D
Common Stock	05/05/2005		S ⁽¹⁾	100 D	\$ 72.01	44,465.0196	D
Common Stock	05/05/2005		S ⁽¹⁾	1,300 D	\$ 72.02	43,165.0196	D

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Common Stock	05/05/2005	<u>S(1)</u>	400	D	\$ 72.05	42,765.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	9,700	D	\$ 72.06	33,065.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	300	D	\$ 72.08	32,765.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	100	D	\$ 72.09	32,665.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	200	D	\$ 72.1	32,465.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	300	D	\$ 72.15	32,165.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	1,000	D	\$ 72.16	31,165.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	300	D	\$ 72.19	30,865.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	400	D	\$ 72.2	30,465.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	900	D	\$ 72.21	29,565.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	200	D	\$ 72.23	29,365.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	200	D	\$ 72.24	29,165.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	3,100	D	\$ 72.25	26,065.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	700	D	\$ 72.26	25,365.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	400	D	\$ 72.27	24,965.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	500	D	\$ 72.29	24,465.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	400	D	\$ 72.28	24,065.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	6,100	D	\$ 72.3	17,965.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	2,700	D	\$ 72.31	15,265.0196	D
Common Stock	05/05/2005	<u>S(1)</u>	4,600	D	\$ 72.32	10,665.0196	D
	05/05/2005	<u>S(1)</u>	1,300	D		9,365.0196	D

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Common Stock						\$ 72.33	
Common Stock	05/05/2005	S ⁽¹⁾	1,200	D		\$ 72.34	8,165.0196 D
Common Stock	05/05/2005	S ⁽¹⁾	3,100	D		\$ 72.35	5,065.0196 D
Common Stock	05/05/2005	S ⁽¹⁾	200	D		\$ 72.36	4,865.0196 D
Common Stock	05/05/2005	S ⁽¹⁾	100	D		\$ 72.37	4,765.0196 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 31.8	05/05/2005		M	15,000 (2)	08/27/2003 08/27/2012	Common Stock 15,000
Stock Options (Right to buy)	\$ 34.79	05/05/2005		M	50,000 (3)	08/06/2002 08/06/2011	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAGNER KARL B 1301 CONCORD TERRACE	Chief Financial Officer

SUNRISE, FL 33323-2825

Signatures

KARL B

WAGNER

05/05/2005

__Signature of
Reporting Person

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) This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.
- (2) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on August 27, 2003.
- (3) Options granted pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on August 6, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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