

PEDIATRIX MEDICAL GROUP INC
 Form 4
 August 10, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CALABRO JOSEPH M

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)
08/08/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
PRES. & CHIEF OPERATING OFCR

SUNRISE, FL 33323-2825

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|-----------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/08/2007 | | M | | 50,000 | A | \$ 30.985 | 175,627 | D | |
| Common Stock | 08/08/2007 | | S ⁽¹⁾ | | 50,000 | D | \$ 56.6 ⁽²⁾ | 125,627 | D | |
| Common Stock | 08/08/2007 | | M | | 3,336 | A | \$ 32.63 | 3,338 | I | BY SPOUSE |
| Common Stock | 08/08/2007 | | S ⁽¹⁾ | | 3,334 | D | \$ 56.43 ⁽³⁾ | 4 | I | BY SPOUSE |

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

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 control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy) | \$ 30.985 | 08/08/2007 | | M | 50,000 | 11/20/2006 05/20/2014 | Common Stock | 50,000 ⁽⁴⁾ |
| Stock Options (Right to buy) | \$ 30 | 08/08/2007 | | M | 3,336 | 02/25/2007 02/25/2014 | Common Stock | 3,336 ⁽⁵⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CALABRO JOSEPH M 1301 CONCORD TERRACE SUNRISE, FL 33323-2825 | | | PRES. & CHIEF OPERATING OFCR | |

Signatures

JOSEPH M
CALABRO 08/10/2007

**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).

(5) These stock options were granted under the Issuers's Amended and Restated Stock Option Plan and became exercisable on February 25, 2007.

(2)

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The sale of shares was executed in sixty-four (64) separate transactions with sales prices ranging from \$56.16 to \$56.94 for a weighted average sale price of \$56.60.

- (3) The sale of shares is executed in thirteen (13) separate transactions with sales prices ranging from \$56.37 to \$56.52 for a weighted average sale price of \$56.43.
- (4) These stock options were granted under the Issuer's 2004 Incentive Compensation Plan and became exercisable on November 20, 2006.
- (1) This sale has been executed pursuant to a Rule 10b5-1 trading plan adopted by the reporting person effective December 14, 2004.

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.