

MILLER FREDERICK V
 Form 3/A
 August 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MILLER FREDERICK V | | (Month/Day/Year) | PEDIATRIX MEDICAL GROUP INC [PDX] | |
| (Last) | (First) | 08/11/2008 | | |
| 1301 CONCORD TERRACE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 08/21/2008 |
| SUNRISE, Â FL Â 33323-2825 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, PEDIATRIX Division | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 68,292 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|------------------------------|-------|------------|--------------|------------|----------|-------------------|---|
| Stock Options (Right to buy) | Â (3) | 02/10/2013 | Common Stock | 6,800 (3) | \$ 15.1 | D | Â |
| Stock Options (Right to buy) | Â (4) | 02/05/2014 | Common Stock | 26,434 (4) | \$ 32.63 | D | Â |
| Stock Options (Right to buy) | Â (5) | 06/01/2016 | Common Stock | 10,625 (5) | \$ 44.7 | D | Â |
| Stock Options (Right to buy) | Â (6) | 06/02/2018 | Common Stock | 17,500 (6) | \$ 55.43 | D | Â |
| Stock Options (Right to buy) | Â (7) | 06/01/2017 | Common Stock | 12,500 (7) | \$ 57.09 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER FREDERICK V 1301 CONCORD TERRACE SUNRISE, FL 33323-2825 | Â | Â | Â President, Pediatrix Division | Â |

Signatures

FREDERICKVMILLER,
M.D. 08/25/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Stock Options granted under Issuer's 2004 Incentive Compensation Plan, 7,083 of which were exercisable in full on June 1, 2008 and the remainder of which become exercisable on June 1, 2009.
Consists of 24,354 Shares owned and not subject to any restriction, 4,515 Restricted Shares which will vest on June 1, 2009, 3,333
- (2) Restricted Shares which will vest June 1, 2010 and 1,944 Restricted Shares which will vest on June 1, 2011. The Restricted Shares were previously granted under the Issuer's 2004 and 2008 Incentive Compensation Plans.
- (3) Stock Options granted under Issuer's Amended and Restated Stock Option Plan and were exercisable in full on February 10, 2006.
- (1) Form 3, as previously amended, inadvertently aggregated securities under "Amount of Securities Beneficially Owned" in Table 1.
- (7) Stock Options granted under Issuer's 2004 Incentive Compensation Plan, 4,167 of which became exercisable on June 1, 2008 and the remainder becomes exercisable in equal installments on June 1, 2009 and June 1, 2010.
- (4) Stock Options granted under Issuer's Amended and Restated Stock Option Plan and were exercisable in full on February 5, 2007.
- (6) Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 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.