

CALABRO JOSEPH M
Form 4
May 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
05/03/2005

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/03/2005 | | M | V | 1,667 | A | \$ 34.79 1,668 D |
| Common Stock | 05/03/2005 | | M | | 33,333 | A | \$ 31.8 35,001 D |
| Common Stock | 05/03/2005 | | S ⁽¹⁾ | | 13,000 | D | \$ 72 22,001 D |
| Common Stock | 05/03/2005 | | S ⁽¹⁾ | | 1,000 | D | \$ 72.15 21,001 D |
| Common Stock | 05/03/2005 | | S ⁽¹⁾ | | 1,000 | D | \$ 72.19 20,001 D |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------|---|-----------|
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 3,900 | D | \$ 72.25 | 16,101 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 5,900 | D | \$ 72.3 | 10,201 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 500 | D | \$ 72.33 | 9,701 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 600 | D | \$ 72.34 | 9,101 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 2,600 | D | \$ 72.4 | 6,501 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 400 | D | \$ 72.48 | 6,101 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 1,700 | D | \$ 72.51 | 4,401 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 400 | D | \$ 72.52 | 4,001 | D | |
| Common Stock | 05/03/2005 | S | 1,100 | D | \$ 72.56 | 2,901 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 300 | D | \$ 72.57 | 2,601 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 600 | D | \$ 72.58 | 2,001 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 300 | D | \$ 72.59 | 1,701 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 1,100 | D | \$ 72.62 | 601 | D | |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 600 | D | \$ 72.75 | 1 | D | |
| Common Stock | | | | | | 1 | D | |
| Common Stock | 05/03/2005 | M | 1,667 | A | \$ 32.41 | 1,668 | I | BY SPOUSE |
| Common Stock | 05/03/2005 | S ⁽¹⁾ | 1,667 | D | \$ 72.12 | 1 | I | BY SPOUSE |

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

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SEC 1474
(9-02)

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

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| 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 31.8 | 05/03/2005 | | M | 33,333 (2) | 08/27/2003 08/27/2012 | Common Stock | 33,333 | |
| Stock Options (Right to buy) | \$ 34.79 | 05/03/2005 | | M | 1,667 (3) | 08/06/2002 08/06/2011 | Common Stock | 1,667 | |
| Stock Options (Right to buy) | \$ 32.41 | 05/03/2005 | | M | 1,667 (4) | 12/13/2002 12/13/2011 | Common Stock | 1,667 | |

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

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.
- (4) Options, to which Mr. Calabro disclaims beneficial ownership, were granted to Mr. Calabro's spouse pursuant to the Company's Amended and Restated Stock Option Plan. Options became exercisable on December 13, 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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