

PEDIATRIX MEDICAL GROUP INC

Form 4

February 13, 2006

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 *
HAWKINS THOMAS W

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)
02/09/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, GEN. COUNSEL & SECRETARY

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

SUNRISE, FL 33323-2825

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	02/09/2006		M		33,332	A	\$ 61.97	50,749	D
Common Stock	02/09/2006		S ⁽¹⁾		1,600	D	\$ 92.55	49,149	D
Common Stock	02/09/2006		S ⁽¹⁾		6,800	D	\$ 93	42,349	D
Common Stock	02/09/2006		S ⁽¹⁾		8,800	D	\$ 93.01	33,549	D
Common Stock	02/09/2006		S ⁽¹⁾		4,500	D	\$ 93.02	29,049	D

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Common Stock	02/09/2006	S ⁽¹⁾	2,600	D	\$ 93.03	26,449	D
Common Stock	02/09/2006	S ⁽¹⁾	3,900	D	\$ 93.04	22,549	D
Common Stock	02/09/2006	S ⁽¹⁾	1,600	D	\$ 93.05	20,949	D
Common Stock	02/09/2006	S ⁽¹⁾	200	D	\$ 93.06	20,749	D
Common Stock	02/09/2006	S ⁽¹⁾	100	D	\$ 93.07	20,649	D
Common Stock	02/09/2006	S ⁽¹⁾	1,972	D	\$ 93.09	18,677	D
Common Stock	02/09/2006	S ⁽¹⁾	100	D	\$ 93.1	18,577	D
Common Stock	02/09/2006	S ⁽¹⁾	500	D	\$ 93.11	18,077	D

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.

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 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)	\$ 61.97	02/09/2006		M		33,332		05/20/2005	05/20/2014	Common Stock	33,332

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

HAWKINS THOMAS W
1301 CONCORD TERRACE
SUNRISE, FL 33323-2825

SVP, GEN. COUNSEL & SECRETARY

Signatures

THOMAS W.
HAWKINS

02/13/2006

__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).

(2) Options granted pursuant to the Company's 2004 Incentive Compensation Plan.

(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.

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