

D3 FAMILY FUND LP
Form 4
March 31, 2009

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 *
Nierenberg Investment Management
Offshore Inc

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NATUS MEDICAL INC [BABY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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. Code | 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 | 03/27/2009 | | S | 35,454 D | \$ 9.14 745,627 ⁽¹⁾ | I | By The DIII Offshore Fund, LP |
| Common Stock | 03/31/2009 | | S | 27,800 D | \$ 8.69 717,827 ⁽¹⁾ | I | By The DIII Offshore Fund, LP |
| Common Stock | 03/31/2009 | | S | 18,000 D | \$ 8.69 684,291 ⁽¹⁾ | I | By The D3 Family Fund, LP |
| | | | | | 2,569,995 ⁽¹⁾ | I | |

| | | | | | | | |
|--------------|--|--|--|--|------------------------|---|------------------------------------|
| Common Stock | | | | | | | By The D3 Family Bulldog Fund, LP |
| Common Stock | | | | | 129,931 ⁽¹⁾ | I | By The D3 Family Canadian Fund, LP |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nierenberg Investment Management Offshore Inc 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| DIII OFFSHORE FUND LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| | | X | | |

D3 FAMILY FUND LP
19605 NE 8TH STREET
CAMAS, WA 98607

NIERENBERG DAVID
19605 NE 8TH STREET
CAMAS, WA 98607

X

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc.
(NIMCO)

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg, President, Nierenberg Investment Management Offshore, Inc.
(NIMO)

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, L.P.

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, L.P.

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg

03/31/2009

__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) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

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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