

MEDNAX, INC.  
Form 4  
May 19, 2011

**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 \*  
**HAWKINS THOMAS W**

(Last) (First) (Middle)  
  
1301 CONCORD TERRACE  
  
(Street)

SUNRISE, FL 33323

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MEDNAX, INC. [MD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/17/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, General Counsel and Secy.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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. 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  | (D)  | Price   |
| Common Stock                    | 05/17/2011                           |  | M                              |   | 31,250  | A  | \$ 44.7   |
|                                 |                                      |  |                                |   |   |  | 97,654  |
| Common Stock                    | 05/17/2011                           |  | S                              |   | 31,250  | D  | \$ 73.6904  |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |
| Common Stock                    | 05/17/2011                           |  | M                              |   | 25,000  | A  | \$ 56.05  |
|                                 |                                      |  |                                |   |   |  | 91,404  |
| Common Stock                    | 05/17/2011                           |  | S                              |   | 25,000  | D  | \$ 73.6904  |
|                                 |                                      |  |                                |   |   |  | <u>(1)</u>  |
|                                 | 05/17/2011                           |  | M                              |   | 25,000  | A  | \$ 55.43  |
|                                 |                                      |  |                                |   |   |  | 91,404  |

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Common  
Stock

|                 |            |   |        |   |               |        |   |
|-----------------|------------|---|--------|---|---------------|--------|---|
| Common<br>Stock | 05/17/2011 | S | 25,000 | D | \$<br>73.6904 | 66,404 | D |
|                 |            |   |        |   | <u>(1)</u>    |        |   |

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

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 44.7  | 05/17/2011                           |  | M                              | 31,250  | 06/01/2007 06/01/2016                                    | Common Stock 31,250   |
| Employee Stock Option (Right to Buy) <sup>(2)</sup> | \$ 56.05   | 05/17/2011                           |  | M                              | 25,000  | 06/01/2008 08/10/2017                                    | Common Stock 25,000   |
| Employee Stock Option (Right to Buy) <sup>(3)</sup> | \$ 55.43   | 05/17/2011                           |  | M                              | 25,000  | 06/01/2009 06/01/2018                                    | Common Stock 25,000   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
SVP, General Counsel and Secy.

HAWKINS THOMAS W  
1301 CONCORD TERRACE  
SUNRISE, FL 33323

## Signatures

/s/ Thomas W.  
Hawkins

05/19/2011

\_\_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) Sales of shares were executed in twenty-nine (29) separate transactions with prices ranging from \$73.60 to \$73.83 for a weighted average sales price of \$73.6904.
  - (2) Options granted pursuant to Issuer's 2004 Incentive Compensation Plan.
  - (3) Options granted pursuant to Issuer's 2008 Incentive Compensation Plan.

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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