

NATUS MEDICAL INC  
 Form 4  
 October 28, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**HAWKINS JAMES B**

(Last) (First) (Middle)

**NATUS MEDICAL  
 INCORPORATED, 1501  
 INDUSTRIAL ROAD**

(Street)

**SAN CARLOS, CA 94070**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**10/24/2014**

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)  
**President & CEO**

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	Price	
Common Stock, \$0.001 par value per share	10/24/2014	10/24/2014	M		40,030	A \$ 10.03 475,461	D
Common Stock, \$0.001 par value per share	10/24/2014	10/24/2014	S		40,030	D \$ 33.27 435,431	D
	10/24/2014	10/24/2014	M		9,970	A 445,401	D

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Common Stock, \$0.001 par value per share						\$ 10.03		
Common Stock, \$0.001 par value per share	10/24/2014	10/24/2014	S	9,970	D	\$ 33.27 (2)	435,431	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	M	70,000	A	\$ 10.03	505,431	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	S	70,000	D	\$ 33.24 (3)	435,431	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	M	1,600	A	\$ 10.73	437,031	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	S	1,600	D	\$ 33.24 (4)	435,431	D
Common Stock, \$0.001 par value per share	10/28/2014	10/28/2014	M	130,000	A	\$ 10.03	565,431	D
Common Stock, \$0.001 par value per share	10/28/2014	10/28/2014	S	130,000	D	\$ 33.36 (5)	435,431	D

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

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SEC 1474  
(9-02)

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**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Nonqualified Stock Option	\$ 10.03	10/24/2014	10/24/2014	M	40,030	07/09/2005	06/09/2015	Common Stock	40
Nonqualified Stock Option	\$ 10.03	10/24/2014	10/24/2014	M	9,970	07/09/2005	06/09/2015	Common Stock	9
Nonqualified Stock Option	\$ 10.03	10/27/2014	10/24/2014	M	70,000	07/09/2005	06/09/2015	Common Stock	70
Nonqualified Stock Option	\$ 10.73	10/27/2014	10/27/2014	M	1,600	07/15/2009	06/15/2015	Common Stock	1
Nonqualified Stock Option	\$ 10.73	10/28/2014	10/28/2014	M	130,000	07/15/2009	06/15/2015	Common Stock	13

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWKINS JAMES B NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070	X		President & CEO	

## Signatures

/s/ JONATHAN A. KENNEDY, by Power of Attorney

10/28/2014

\*\*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 transaction was executed in multiple trades at prices ranging from \$33.00 to \$33.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed in multiple trades at prices ranging from \$33.00 to \$33.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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(3) This transaction was executed in multiple trades at prices ranging from \$33.10 to \$33.47. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$33.10 to \$33.47. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$33.20 to \$33.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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