

Clark David A.
Form 3/A
August 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | |
|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Clark David A.</p> <p>(Last) (First) (Middle)</p> <p>1301 CONCORD TERRACE</p> <p>(Street)</p> <p>SUNRISE, FL 33323-2825</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/11/2008</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PEDIATRIX MEDICAL GROUP INC [PDX]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Operating Officer / Pediatrix Division</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/21/2008</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,736 <u>(1)</u> <u>(2)</u> | D | ^ |
| Common Stock | 4,514 <u>(3)</u> <u>(1)</u> | D | ^ |
| Common Stock | 9,514 <u>(4)</u> <u>(1)</u> | D | ^ |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Stock Options (Right to buy) | Â (5) | 06/01/2016 | Common Stock | 10,416 (5) | \$ 44.7 | D | Â |
| Stock Options (Right to buy) | Â (6) | 06/02/2018 | Common Stock | 15,000 (6) | \$ 55.43 | D | Â |
| Stock Options (Right to buy) | Â (7) | 06/01/2017 | Common Stock | 12,500 (7) | \$ 57.09 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| Clark David A. 1301 CONCORD TERRACE SUNRISE, FL 33323-2825 | Â | Â | Â Chief Operating Officer | Pediatrics Division |

Signatures

DAVIDACLARK 08/25/2008

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (4) Restricted Shares granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, June 1, 2010 and 2011.
- (5) Stock Options granted under Issuer's 2004 Incentive Compensation Plan, 5,208 of which became exercisable on June 1, 2008 and the remainder become exercisable on June 1, 2009.
- (1) Form 3 inadvertently contained selection "include non-derivative balances", which resulted in the aggregation of securities in "Amount of Securities Beneficially Owned" of Table 1.
- (7) Stock Options granted under Issuer's 2004 Incentive Compensation Plan, one-third of which became exercisable on June 1, 2008 and the remainder becomes exercisable in equal installments on June 1, 2009 and June 1, 2010.
- (6) Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, 2010 and 2011.
- (3) Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest in equal installments on June 1, 2009 and June 1, 2010.
- (2) Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest on June 1, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.