

MEDNAX, INC.  
Form 4  
May 19, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 Stock	05/17/2011		S	25,000	D	\$ 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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