

MEDEL ROGER MD  
Form 4  
September 04, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
MEDEL ROGER MD

(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)  
09/02/2009

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)  
Chief Executive Officer

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                    | 09/02/2009                           |  | M                              |   | 20,000  | A  | \$ 12.9   |
|                                 |                                      |  |                                |   |   |  | 263,825   |
| Common Stock                    | 09/02/2009                           |  | S <sup>(1)</sup>               |   | 20,000  | D  | \$ 51.8009  |
|                                 |                                      |  |                                |   |   |  | <u>(2)</u>  |
| Common Stock                    | 09/03/2009                           |  | M                              |   | 20,000  | A  | \$ 12.9   |
|                                 |                                      |  |                                |   |   |  | 263,825   |
| Common Stock                    | 09/03/2009                           |  | S <sup>(1)</sup>               |   | 20,000  | D  | \$ 51.3039  |
|                                 |                                      |  |                                |   |   |  | <u>(3)</u>  |
|                                 | 09/04/2009                           |  | M                              |   | 20,000  | A  | \$ 12.9   |
|                                 |                                      |  |                                |   |   |  | 263,825   |

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Common  
Stock

|                 |            |  |                  |        |   |                             |         |   |
|-----------------|------------|--|------------------|--------|---|-----------------------------|---------|---|
| Common<br>Stock | 09/04/2009 |  | S <sup>(1)</sup> | 20,000 | D | \$<br>51.3619<br><u>(4)</u> | 243,825 | D |
|-----------------|------------|--|------------------|--------|---|-----------------------------|---------|---|

|                 |  |  |  |  |  |  |     |   |          |
|-----------------|--|--|--|--|--|--|-----|---|----------|
| Common<br>Stock |  |  |  |  |  |  | 480 | I | By Child |
|-----------------|--|--|--|--|--|--|-----|---|----------|

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

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SEC 1474  
(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                              |
| Stock Options                              | \$ 12.9  | 09/02/2009                           |  | M                              |   | 20,000 04/02/2003 04/02/2013                             | Common Stock 20,000 <u>(5)</u>                                |
| Stock Options                              | \$ 12.9  | 09/03/2009                           |  | M                              |   | 20,000 04/02/2003 04/02/2013                             | Common Stock 20,000 <u>(5)</u>                                |
| Stock Options                              | \$ 12.9  | 09/04/2009                           |  | M                              |   | 20,000 04/02/2003 04/02/2013                             | Common Stock 20,000 <u>(5)</u>                                |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| MEDEL ROGER MD<br>1301 CONCORD TERRACE<br>SUNRISE, FL 33323 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Thomas W. Hawkins  
Attorney-in-fact

09/04/2009

\_\_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) The sale was made pursuant to the Reporting Person's Rule 10b5-1 trading plan.
- (2) The sale of shares was executed in sixty-seven (67) separate transactions with prices ranging from \$51.5501 to \$52.15 with an average weighted sales price of \$51.8009.
- (3) The sale of shares was executed in fifty-four (54) separate transactions with prices ranging from \$50.95 to \$51.64 with an average weighted sales price of \$51.3039.
- (4) The sale of shares was executed in seventy-nine (79) separate transactions with prices ranging from \$50.96 to \$51.91 with an average weighted sales price of \$51.3619.
- (5) These stock options were granted under the Issuer's Amended and Restated Stock Option Plan, 133,334 of which became exercisable on April 2, 2004, 133,333 of which became exercisable on April 2, 2005 and 133,333 of which became exercisable on April 2, 2006.

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