

MILLER FREDERICK V MD
 Form 4
 June 03, 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 *
 MILLER FREDERICK V MD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Pediatrix Division

SUNRISE, FL 33323-2825

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price					
Common Stock	06/01/2011		A		9,268 (1)	A	\$ 0	30,949	D	
Common Stock	06/01/2011		M		5,833	A	\$ 55.43	36,782	D	
Common Stock	06/02/2011		S(2)		5,833	D	\$ 73.6144 (3)	30,949	D	

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Options (Right to Buy) ⁽⁴⁾	\$ 55.43	06/01/2011		M	5,833	06/01/2011 06/02/2018	Common Stock	5,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER FREDERICK V MD 1301 CONCORD TERRACE SUNRISE, FL 33323-2825			President, Pediatrix Division	

Signatures

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

06/03/2011

**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) Restricted shares granted pursuant to the Issuer's 2008 Incentive Compensation Plan in connection with annual equity award. The vesting of the restricted shares is subject to performance based criteria but will not vest any earlier than in three equal installments on June 1, 2012, June 1, 2013 and June 1, 2014.
- (2) Sales of shares were made pursuant to the Reporting Person's 10b5-1 trading plan.
- (3) Sales of shares were executed in fifty-three (53) separate transactions with prices ranging from \$72.72 to \$74.66 for a weighted average sales price of \$73.6144.
- (4) Stock 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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