

TRAVERSO KENNETH M

Form 4

March 17, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRAVERSO KENNETH M

(Last) (First) (Middle)

C/O 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)

03/15/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP Marketing and Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock, \$0.001 par value per share	03/15/2011	03/15/2011	M	5,000	A \$ 5.69	95,314	D
Common Stock, \$0.001 par value per share	03/15/2011	03/15/2011	S	5,000	D \$ (2) 15.51	90,314	D
	03/15/2011	03/15/2011	M	5,000	A \$ 5.69	95,314	D

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Common
Stock,
\$0.001 par
value per
share

Common
Stock,
\$0.001 par
value per
share

Common
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\$0.001 par
value per
share

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\$0.001 par
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value per
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Common
Stock,
\$0.001 par
value per
share

Common
Stock,
\$0.001 par
value per
share

03/15/2011	03/15/2011	S	5,000	D	\$ 15.53	90,314	D
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03/15/2011	03/15/2011	M	5,000	A	\$ 4.15	95,314	D
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03/15/2011	03/15/2011	S	5,000	D	\$ 15.6	90,314	D
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8,572	I	By Family Trust
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10,500	I	By IRA
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4,100	I	By IRA for Spouse
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Incentive Stock Option	\$ 5.69	03/15/2011	03/15/2011	M			5,000	11/23/2001 ⁽¹⁾	10/23/2011		Common Stock	10,000
Incentive Stock Option	\$ 5.69	03/15/2011	03/15/2011	M			5,000	11/23/2001 ⁽¹⁾	10/23/2011		Common Stock	5,000
Incentive Stock Option	\$ 4.15	03/15/2011	03/15/2011	M			5,000	12/17/2002 ⁽¹⁾	06/14/2012		Common Stock	15,256

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAVERSO KENNETH M C/O NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070			VP Marketing and Sales	

Signatures

/s/ STEVEN J. MURPHY, by Power of Attorney

03/17/2011

**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) The option vests in 48 equal monthly installments beginning on the date of grant.

This transaction was executed in multiple trades at prices ranging from \$15.50 to \$15.53. 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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