

FREEMAN ROGER K
Form 4
November 09, 2012

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 *
FREEMAN ROGER K

(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)
11/08/2012

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/08/2012 | | M | V Amount (A) or (D) Price | 5,334 A \$ 50.34 7,759 | D | |
| Common Stock | 11/08/2012 | | S | 5,334 D \$ 75.8107 (1) | 2,425 | D | |
| Common Stock | 11/08/2012 | | M | 8,792 A \$ 37.82 11,217 | | D | |
| Common Stock | 11/08/2012 | | S | 8,792 D \$ 75.8107 (1) | 2,425 | D | |
| Common | 11/08/2012 | | S | 800 D \$ 1,625 | | D | |

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Stock 75.6831
(2)

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 50.34 | 11/08/2012 | | M | 5,334 | 05/04/2009 05/04/2016 | Common Stock | 5,334 |
| Stock Options (Right to Buy) | \$ 37.82 | 11/08/2012 | | M | 8,792 | 05/06/2012 05/06/2019 | Common Stock | 8,792 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FREEMAN ROGER K 1301 CONCORD TERRACE SUNRISE, FL 33323 | | X | | |

Signatures

/s/ Dominic J. Andreano, 11/09/2012
Attorney-in-fact

**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 thirty-six (36) separate transactions with prices ranging from \$75.63 to \$75.96 for a weighted average sales price of \$75.8107.
- (2) Sales of shares were executed in four (4) separate transactions with prices ranging from \$75.68 to \$75.681 for a weighted average sales price of \$75.6831.

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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