

MEDNAX, INC.

Form 4

November 13, 2014

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 *
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)
11/11/2014

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)
Common Stock	11/11/2014		M	42,012	A \$ 27.715	1,328,827	D
Common Stock	11/11/2014		S ⁽¹⁾	42,012	D \$ 62.5422	1,286,815	D
Common Stock	11/13/2014		M	21,428	A \$ 27.715	1,308,243	D
Common Stock	11/13/2014		S ⁽¹⁾	21,428	D \$ 62.5605	1,286,815	D

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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 (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 (Right to Buy)	\$ 27.715	11/11/2014		M		42,012		06/01/2011	06/02/2018	Common Stock	42,012
Stock Options (Right to Buy)	\$ 27.715	11/13/2014		M		21,428		06/01/2011	06/02/2018	Common Stock	21,428

Reporting Owners

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

Signatures

Dominic J. Andreano,
Attorney-in-Fact 11/13/2014

**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 made pursuant to Reporting Person's 10b5-1 trading plan.

(2) Sales of shares were executed in twenty-two (22) separate transactions with prices ranging from \$62.50 to \$62.61 for a weighted average sales price of \$62.5422.

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- (3) Sales of shares were executed in twenty-seven (27) separate transactions with prices ranging from \$62.50 to \$62.71 for a weighted average sales price of \$62.5605.

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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