MEDNAX, INC. Form 4 June 03, 2016

FORM 4

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

OMB APPROVAL OMB

Number:

5 Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2 Jaguar Nama and Tiakar or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

| CALABRO JOSEPH M | | 2. Issuer Name and Ticker or Trading Symbol MEDNAX, INC. [MD] | | | | | Issuer (Check all applicable) | | | | | |
|--------------------------------------|--|---|-----|--|--------------------------------------|---------|--------------------------------|--|---|---|--|--|
| (Last) | (First) | (Middle) | | f Earliest Transaction Day/Year) 1016 | | | | Director 10% Owner X Officer (give title Other (specify below) | | | | |
| | | | | 4. If Amendment, Date Original 6 Filed(Month/Day/Year) | | | | | President and COO 6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person | | | |
| SUNRISE, | SUNRISE, FL 33323 | | | | | | _ | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Secur | ities Acqui | ired, Disposed of, | , or Beneficial | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Dat (Month/Day/Year) | Execution any | | 3. Transaction Code (Instr. 8) | 4. Securit oper Dispos (Instr. 3, 4) | ed of (| | 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 | 06/01/2016 | | | A | 55,156 (1) | A | \$ 0 | 253,882 | D | | | |
| Common Stock | 06/01/2016 | | | S(2) | 28,347 | D | \$ 67.781 (3) | 228,981 (4) | D | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: MEDNAX, INC. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|-----------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | Λ. | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration | Title N | | | |
| | | | | | | Exercisable | Date | Title Number of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

CALABRO JOSEPH M 1301 CONCORD TERRACE SUNRISE, FL 33323

President and COO

Signatures

Dominic J. Andreano, Attorney-in-Fact

06/03/2016

**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).

Restricted shares granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan, as amended, in connection with annual equity award. The number of shares being reported represents the "target" number of restricted shares and does not include the right of the reporting person to receive up to 13,789 additional shares based on the achievement of certain performance-based criteria

- (1) for the period from April 1, 2016 through March 31, 2017. The actual number of shares earned could be less than or greater than the target number, depending on the level of performance achieved, and all of the restricted shares granted are subject to forfeiture if minimum levels of performance are not met. Any restricted shares earned will not vest any earlier than in three equal installments on June 1, 2017, June 1, 2018 and June 1, 2019.
- (2) Sales made pursuant to Reporting Person's 10b5-1 trading plan.
- Sales of shares were made in sixty-four separate transactions with prices ranging from \$67.56 to \$67.95 for a weighted average sales price of \$67.781.

Includes 3,446 restricted shares granted pursuant to the Issuer's Amended and Restated 2008 Incentive Compensation Plan, as amended, in connection with achievement in excess of target of specified performance-based criteria for the performance period from April 1, 2015 through March 31, 2016, which restricted shares were not previously reported. The additional restricted shares vest in three equal installments on June 1, 2016, June 1, 2017 and June 1, 2018, subject to continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: MEDNAX, INC. - Form 4

| Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. |
|---|
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |
| |