

MILLER FREDERICK V
 Form 3/A
 August 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â MILLER FREDERICK V</p> <p>(Last) (First) (Middle)</p> <p>1301 CONCORD TERRACE</p> <p>(Street)</p> <p>SUNRISE, Â FL Â 33323-2825</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/11/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PEDIATRIX MEDICAL GROUP INC [PDX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Pediatrix Division</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/21/2008</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,833 <u>(1)</u> <u>(2)</u>	D	Â
Common Stock	30,187 <u>(1)</u>	D	Â
Common Stock	32,965 <u>(3)</u> <u>(1)</u>	D	Â
Common Stock	34,146 <u>(1)</u> <u>(4)</u>	D	Â

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to buy)	Â <u>(5)</u>	02/10/2013	Common Stock	6,800 <u>(5)</u>	\$ 15.1	D	Â
Stock Options (Right to buy)	Â <u>(6)</u>	02/05/2014	Common Stock	26,434 <u>(6)</u>	\$ 32.63	D	Â
Stock Options (Right to buy)	Â <u>(7)</u>	06/01/2016	Common Stock	10,625 <u>(7)</u>	\$ 44.7	D	Â
Stock Options (Right to buy)	Â <u>(8)</u>	06/02/2018	Common Stock	17,500 <u>(8)</u>	\$ 55.43	D	Â
Stock Options (Right to buy)	Â <u>(9)</u>	06/01/2017	Common Stock	12,500 <u>(9)</u>	\$ 57.09	D	Â

Reporting Owners

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

Signatures

FREDERICKVMILLER,
M.D. 08/25/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (7) Stock Options granted under Issuer's 2004 Incentive Compensation Plan, 7,083 of which were exercisable in full on June 1, 2008 and the remainder of which become exercisable on June 1, 2009.
- (5) Stock Options granted under Issuer's Amended and Restated Stock Option Plan and were exercisable in full on February 10, 2006.
- (2) Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest on June 1, 2009, 2010 and 2011.
- (9) Stock Options granted under Issuer's 2004 Incentive Compensation Plan, 4,167 of which became exercisable on June 1, 2008 and the remainder becomes exercisable in equal installments on June 1, 2009 and June 1, 2010.
- (6) Stock Options granted under Issuer's Amended and Restated Stock Option Plan and were exercisable in full on February 5, 2007.
- (8) Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, 2010 and 2011.
- (1)

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Form 3 inadvertently contained selection "include non-derivative balances", which resulted in the aggregation of securities in "Amount of Securities Beneficially Owned" of Table 1.

- (4) Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest on June 1, 2009.
- (3) Restricted Shares granted under Issuer's 2004 Incentive Compensation Plan which vest in equal installments on June 1, 2009 and June 1, 2010.

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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