

MEDNAX, INC.
Form 4
February 10, 2014

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 *
CALABRO JOSEPH M

(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)
02/06/2014

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)
President and COO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2014		M		6,999	A	\$ 22.35
Common Stock	02/06/2014		S		6,999 (1)	D	\$ 55.033 (2)
Common Stock	02/07/2014		M		55,282	A	\$ 22.35
Common Stock	02/07/2014		S		55,282 (1)	D	\$ 55.1992 (3)
Common Stock	02/10/2014		M		219	A	\$ 22.35

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Common Stock	02/10/2014	M	87,500	A	\$ 27.715	314,261	D	
Common Stock	02/10/2014	S	<u>87,719</u> <u>(1)</u>	D	\$ 55.8151 <u>(4)</u>	226,542 ⁽⁵⁾	D	
Common Stock						8	I	By Spouse

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

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(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 Option (Right to Buy)	\$ 22.35	02/06/2014		M	6,999	06/01/2009 06/01/2016	Common Stock 6,999
Stock Option (Right to Buy)	\$ 22.35	02/07/2014		M	55,282	06/01/2009 06/01/2016	Common Stock 55,282
Stock Option (Right to Buy)	\$ 22.35	02/10/2014		M	219	06/01/2009 06/01/2016	Common Stock 219
Stock Option (Right to Buy)	\$ 27.715	02/10/2014		M	87,500	06/02/2011 06/02/2018	Common Stock 87,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALABRO JOSEPH M 1301 CONCORD TERRACE SUNRISE, FL 33323			President and COO	

Signatures

Dominic J. Andreano,
Attorney-in-fact

02/10/2014

__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 eleven (11) separate transactions with prices ranging from \$55.00 to \$55.10 for a weighted average sales price of \$55.03.

(3) Sales of shares were executed in thirty-nine (39) separate transactions with prices ranging from \$55.00 to \$55.38 for a weighted averages sales price of \$55.1992.

(4) Sales of shares were executed in one hundred seventeen (117) separate sales with prices ranging from \$55.02 to \$56.41 for a weighted average sales price of \$55.8151.

(5) All share amounts and exercise prices have been adjusted to reflect the Issuer's 2-for-1 stock split effective December 19, 2013.

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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