## Edgar Filing: NATUS MEDICAL INC - Form 4

NATUS M	EDICAL INC											
Form 4												
July 05, 20												
FOR	VI 4 <sub>UNITED</sub>	STATES	SECU	RITIES	5 A	ND EXCH	ANG	E CC	OMMISSION	OMB A	APPROVAL	
		~				, D.C. 20549				Number:	3235-028	7
if no lo	this box nger			NGEGI						Expires:	January 3 <sup>-</sup> 200	
subject to STATEMENTO Section 16. Form 4 or			F CHANGES IN BENEFICIAL OWNER SECURITIES							Estimated burden ho response.	average urs per	
obligat may co	ions Section 17	(a) of the l	Public I	Utility H	lol		ny A	ct of 1	Act of 1934, 935 or Section	1		
(Print or Type	e Responses)											
NIERENB	Address of Reporting ERG INVESTMI EMENT CO	-	Symbol			I Ticker or Tra	-	Ι	i. Relationship of ssuer	Reporting Pe	rson(s) to	
(Last)		(Middle)				ransaction		J	(Check	k all applicab	le)	
	8TH STREET	(initiality)		/Day/Year		lansaction		- - b	Director Officer (give elow)		0% Owner her (specify	
	(Street)			nendment, onth/Day/Y		ate Original r)		A	5. Individual or Jo Applicable Line) Form filed by O	-	-	
CAMAS,	WA 98607								X_Form filed by N Person	Iore than One	Reporting	
(City)	(State)	(Zip)	Ta	ble I - No	n-I	Derivative Sec	urities	s Acqui	red, Disposed of	, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transact Code (Instr. 8)		4. Securities A or Disposed of (Instr. 3, 4 an	of (D) d 5) (A)	red (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/30/2006			J <u>(1)(3)</u>		132,161	D	$\frac{(1)}{(3)}$	0	Ι	By The D3 Children's Fund, L.P.	
Common Stock	06/30/2006			J <u>(1)(3)</u>		551,940	D	$\frac{(1)}{(3)}$	0	I	By The D3 Family Retirement Fund, L.P.	t
Common Stock	06/30/2006			J <u>(1)(3)</u>		1,329,376	D	( <u>1</u> ) ( <u>3</u> )	357,049	I	By The D3 Family Fund, L.P,	
Common Stock	06/30/2006			J(2)(3)		332,522	А	$\frac{(2)}{(3)}$	689,571	Ι	By The D3 Family	)

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Common Stock Common Stock	06/30/200	)6	J <u>(2)(3)</u>	1,680,95	52 A	( <u>2</u> ) ( <u>3</u> )	1,993 826,1			By T Fami Bulle	dog l, L.P. <sup>°</sup> he	
Reminder: R	eport on a seg	parate line for each cla	ss of securities benef	Person inform require	ns who re ation cor ed to resp ys a curre	espon ntaine pond u	d to the d in thi unless	e collectior s form are the form MB control	not	Fund SEC 14 (9-0		
	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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securitie: Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expin (Mor ve s	ate Exerc ration D nth/Day/		Unde Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)		cisable	Expiration Date	Title	Amount or Number of Shares		
Repor	rting O	wners										
	Reporting	g Owner Name / Add	lress	Direct		tionshi	ps Officer	Other				

	Director	10% Owner	Officer
NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607		Х	
DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607		Х	
D3 Family Bulldog Fund LP 19605 NE 8TH STREET CAMAS, WA 98607		Х	

### **Reporting Owners**

Other

HOOPER HENRY E 19605 NE 8TH STREET CAMAS, WA 98607		Х	
Nierenberg Investment Manager 19605 NE 8TH STREET CAMAS, WA 98607	ment Offshore Inc	Х	
NIERENBERG DAVID 19605 SE 8TH STREET CAMAS, WA 98607		Х	
Signatures			
David Nierenberg, President, N (NIMCO)	ierenberg Investment Management Co	ompany, Inc.	07/05/2006
	**Signature of Reporting Person		Date
David Nierenberg			07/05/2006
	**Signature of Reporting Person		Date
			0 <b></b>

Henry Hooper 07/05/2006 \*\*Signature of Reporting Person Date Cara Denver 07/05/2006 \*\*Signature of Reporting Person Date David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, 07/05/2006 L.P. \*\*Signature of Reporting Person Date David Nierenberg, President, Nierenberg Investment Management Offshore Inc. 07/05/2006 (NIMO)

\*\*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).

Pro rata distribution of issuer shares owned by limited partnership to its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg

(1) Within fund family. These shares note profossly been included in statements fired by David Alerenberg, resident of Alerenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

Pro rata receipt of issuer shares by limited partnership from its general and limited partners as part of consolidation of funds within
(2) fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

Four of the reporting persons, D3 Childrens Fund, LP (CIK 0001226845), D3 Family Fund, LP (CIK 0001282685), DIII Offshore

(3) Fund, LP (CIK 0001282684) and D3 Family Retirement Fund, LP (CIK 0001226843), would be reported in this filing if we had the appropriate Edgar codes from the SEC. We made a formal request for the codes from the SEC. Since we do not have all of the appropriate codes at the time of this filing, we will file an amended Form 4 when we receive the correct Edgar codes.

#### **Remarks:**

As officers of Nierenberg Investment Management Company, Inc., the sole general partner of each of the limited partnerships, 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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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.