

NATUS MEDICAL INC
Form 4
August 21, 2006

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 *
NIERENBERG INVESTMENT
MANAGEMENT CO

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NATUS MEDICAL INC [BABY]

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 | 08/17/2006 | | P(1) | 284,000 A | \$ 11.63 2,277,185 | I | By the D3 Family Bulldog Fund, L.P. |
| Common Stock | 08/17/2006 | | P(1) | 66,000 A | \$ 11.63 892,158 | I | By the DIII Offshore Fund, L.P. |
| Common Stock | | | | | 689,571 | I | By the D3 Family Fund, L.P. |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| D3 Family Bulldog Fund LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| HOOPER HENRY E 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| Nierenberg Investment Management Offshore Inc 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | |
| NIERENBERG DAVID 19605 SE 8TH STREET CAMAS, WA 98607 | | X | | |

D3 OFFSHORE FUND LP
 19605 NE 8TH STREET X
 CAMAS, WA 98607

D3 FAMILY FUND LP
 19605 NE 8TH STREET X
 CAMAS, WA 98607

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc.
 (NIMCO) 08/21/2006

__Signature of Reporting Person Date

David Nierenberg 08/21/2006

__Signature of Reporting Person Date

Henry Hooper 08/21/2006

__Signature of Reporting Person Date

Cara Denver 08/21/2006

__Signature of Reporting Person Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund,
 L.P. 08/21/2006

__Signature of Reporting Person Date

David Nierenberg, President, Nierenberg Investment Management Offshore Inc.
 (NIMO) 08/21/2006

__Signature of Reporting Person Date

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, L.P. 08/21/2006

__Signature of Reporting Person Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, L.P. 08/21/2006

__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) The shares were purchased from Roth Capital Partners, LLC in connection with an underwritten public offering by the Issuer.

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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