

Clark David A.
Form 4
February 28, 2012

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 *
Clark David A.

(Last) (First) (Middle)
1301 CONCORD TERRACE
(Street)

SUNRISE, FL 33323-2825

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MEDNAX, INC. [MD]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

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)
COO / Pediatrix Division

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 | 02/24/2012 | | M | | 9,700 | \$ 55.43 | 26,935 | D |
| Common Stock | 02/24/2012 | | S | | 9,700 (1) | \$ 75.4539 (2) | 17,235 | D |
| Common Stock | 02/27/2012 | | M | | 4,100 | \$ 55.43 | 21,335 | D |
| Common Stock | 02/27/2012 | | S | | 4,100 (1) | \$ 75.5029 (3) | 17,235 | D |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to Buy) | \$ 55.43 | 02/24/2012 | | M | 9,700 | 06/01/2011 06/02/2018 | Common Stock | 9,700 |
| Stock Options (Right to Buy) | \$ 55.43 | 02/27/2012 | | M | 4,100 | 06/01/2011 06/02/2018 | Common Stock | 4,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark David A. 1301 CONCORD TERRACE SUNRISE, FL 33323-2825 | | | COO / Pediatrix Division | |

Signatures

/s/ Thomas W. Hawkins,
Attorney-in-fact
**Signature of Reporting Person

02/28/2012
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 of shares were made pursuant to Reporting Person's 10b5-1 trading plan.

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- (2) Sales of shares were executed in sixteen (16) separate transactions with prices ranging from \$75.43 to \$75.59 for a weighted average sales price of \$75.4539.
- (3) Sales of shares were executed in nineteen (19) separate transactions with prices ranging from \$75.43 to \$75.63 for a weighted average sales price of \$75.5029.

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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