PEDIATRIX MEDICAL GROUP INC
Form 3/A
August 26, 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)

1. Name and Address of Reporting Person *
Â MILLER FREDERICK V
(Last) (First) (Middle)

1301 CONCORD TERRACE
(Street)

SUNRISE,Â FLÂ 33323-2825
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/11/2008

3. Issuer Name **and** Ticker or Trading Symbol
PEDIATRIX MEDICAL GROUP INC [PDX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Pediatrix Division

5. If Amendment, Date Original Filed(Month/Day/Year)
08/21/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	34,146 (1) (2)	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)

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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Stock Options (Right to buy)	Â (3)	02/10/2013	Common Stock	6,800 (3)	$ 15.1	D	Â
Stock Options (Right to buy)	Â (4)	02/05/2014	Common Stock	26,434 (4)	$ 32.63	D	Â
Stock Options (Right to buy)	Â (5)	06/01/2016	Common Stock	10,625 (5)	$ 44.7	D	Â
Stock Options (Right to buy)	Â (6)	06/02/2018	Common Stock	17,500 (6)	$ 55.43	D	Â
Stock Options (Right to buy)	Â (7)	06/01/2017	Common Stock	12,500 (7)	$ 57.09	D	Â

Reporting Owners

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

Signatures

/s/ Frederick V. Miller, MD	08/26/2008
**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).

(1) Form 3, as previously amended, reported an incorrect number of securities under "Amount of Securities Beneficially Owned" in Table I in connection with the electronic transmission of the form.

(2) Consists of 24,354 Shares owned and not subject to any restriction, 4,515 Restricted Shares which will vest on June 1, 2009, 3,333 Restricted Shares which will vest June 1, 2010 and 1,944 Restricted Shares which will vest on June 1, 2011. The Restricted Shares were previously granted under the Issuer's 2004 and 2008 Incentive Compensation Plans.

(3) Stock Options granted under Issuer's Amended and Restated Stock Option Plan and were exercisable in full on February 10, 2006.

(4) Stock Options granted under Issuer's Amended and Restated Stock Option Plan and were exercisable in full on February 5, 2007.

(5) 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.

(6) Stock Options granted under Issuer's 2008 Incentive Compensation Plan which vest in three equal installments on June 1, 2009, 2010 and 2011.

(7) 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.

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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