

Andreano Dominic J
 Form 3
 May 10, 2012

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Andreano Dominic J</p> <p>(Last) (First) (Middle)</p> <p>1301 CONCORD TERRACE</p> <p>(Street)</p> <p>SUNRISE,Â FLÂ 33323</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/10/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MEDNAX, INC. [MD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr.VP,General Counsel & Secy.</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	4,591.2698 <u>(1)</u> <u>(2)</u>	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	Title	Amount or Number of		

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				Shares		(I) (Instr. 5)	
Stock Options (Right to Buy)	02/25/2007	02/25/2014	Common Stock	10,000 ⁽³⁾	\$ 32.63	D	Â
Stock Options (Right to Buy)	06/01/2009	06/01/2016	Common Stock	4,063 ⁽⁴⁾	\$ 44.7	D	Â
Stock Options (Right to Buy)	06/01/2010	06/01/2017	Common Stock	3,000 ⁽⁵⁾	\$ 57.09	D	Â
Stock Options (Right to Buy)	06/02/2011	06/02/2018	Common Stock	3,000 ⁽⁶⁾	\$ 55.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Andreano Dominic J 1301 CONCORD TERRACE SUNRISE, FL 33323	Â	Â	Â Sr.VP,General Counsel & Secy.	Â

Signatures

/s/ Dominic J.
Andreano

05/11/2012

**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) Includes 925 shares of restricted stock granted on June 1, 2009 pursuant to Issuer's 2008 Incentive Compensation Plan ("2008 ICP"), that will vest on June 1, 2012, 1,410 shares of restricted stock granted on June 1, 2010 pursuant to Issuer's 2008 ICP that will vest in equal installments on June 1, 2012 and June 1, 2013 and 1,596 shares of restricted stock granted on June 1, 2011 pursuant to the Issuer's 2008 ICP that will vest in three equal installments on June 1, 2012, June 1, 2013 and June 1, 2014.
 - (2) Includes 660.2698 shares acquired by the Reporting Person through the Issuer's Employee Stock Purchase Plan.
 - (3) Stock Options granted on May 7, 2004 pursuant to Issuer's 2004 Incentive Compensation Plan.
 - (4) Stock Options granted on June 1, 2006 pursuant to Issuer's 2004 Incentive Compensation Plan.
 - (5) Stock Options granted on June 1, 2007 pursuant to Issuer's 2004 Incentive Compensation Plan.
 - (6) Stock Options granted on June 2, 2008 pursuant to Issuer's 2008 Incentive Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. 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.