

NATUS MEDICAL INC

Form 4

October 28, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAWKINS JAMES B

(Last) (First) (Middle)

**NATUS MEDICAL
INCORPORATED, 1501
INDUSTRIAL ROAD**

(Street)

SAN CARLOS, CA 94070

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NATUS MEDICAL INC [BABY]

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

10/24/2014

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)

President & CEO

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, \$0.001 par value per share	10/24/2014	10/24/2014	M		40,030	A \$ 10.03	475,461	D	
Common Stock, \$0.001 par value per share	10/24/2014	10/24/2014	S		40,030	D \$ 33.27 ⁽¹⁾	435,431	D	
	10/24/2014	10/24/2014	M		9,970	A	445,401	D	

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Common Stock, \$0.001 par value per share						\$ 10.03		
Common Stock, \$0.001 par value per share	10/24/2014	10/24/2014	S	9,970	D	\$ 33.27 (2)	435,431	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	M	70,000	A	\$ 10.03	505,431	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	S	70,000	D	\$ 33.24 (3)	435,431	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	M	1,600	A	\$ 10.73	437,031	D
Common Stock, \$0.001 par value per share	10/27/2014	10/27/2014	S	1,600	D	\$ 33.24 (4)	435,431	D
Common Stock, \$0.001 par value per share	10/28/2014	10/28/2014	M	130,000	A	\$ 10.03	565,431	D
Common Stock, \$0.001 par value per share	10/28/2014	10/28/2014	S	130,000	D	\$ 33.36 (5)	435,431	D

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

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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Nonqualified Stock Option	\$ 10.03	10/24/2014	10/24/2014	M		40,030		07/09/2005	06/09/2015	Common Stock	40,030
Nonqualified Stock Option	\$ 10.03	10/24/2014	10/24/2014	M		9,970		07/09/2005	06/09/2015	Common Stock	9,970
Nonqualified Stock Option	\$ 10.03	10/27/2014	10/24/2014	M		70,000		07/09/2005	06/09/2015	Common Stock	70,000
Nonqualified Stock Option	\$ 10.73	10/27/2014	10/27/2014	M		1,600		07/15/2009	06/15/2015	Common Stock	1,600
Nonqualified Stock Option	\$ 10.73	10/28/2014	10/28/2014	M		130,000		07/15/2009	06/15/2015	Common Stock	130,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAWKINS JAMES B NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070	X		President & CEO	

Signatures

/s/ JONATHAN A. KENNEDY, by Power of Attorney

10/28/2014

**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).

This transaction was executed in multiple trades at prices ranging from \$33.00 to \$33.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$33.00 to \$33.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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- (3) This transaction was executed in multiple trades at prices ranging from \$33.10 to \$33.47. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (4) This transaction was executed in multiple trades at prices ranging from \$33.10 to \$33.47. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (5) This transaction was executed in multiple trades at prices ranging from \$33.20 to \$33.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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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