

PETIT PARKER H
Form 4/A
October 03, 2011

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 *
PETIT PARKER H

2. Issuer Name and Ticker or Trading Symbol
MIMEDX GROUP, INC. [MDXG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MIMEDX GROUP, INC., 811 LIVINGSTON COURT, SUITE B

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2011

____ Director 10% Owner
 Officer (give title below) _____ Other (specify below)

Chief Executive Officer

(Street)
MARIETTA, GA 30067

4. If Amendment, Date Original Filed(Month/Day/Year)
10/03/2011

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/30/2011		X		275,000	A	\$ 0.73
Common Stock	09/30/2011		X		187,500 (4)	A	\$ 0.5
					4,311,922	D (1)	
					4,499,422	D (1)	

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

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(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)	Amount of Shares
Stock Option	\$ 0.73	09/30/2011		X	275,000	02/24/2009 ⁽²⁾ 02/24/2019	Common Stock	275,000
Stock Option (Common Stock)	\$ 0.5	09/30/2011		X	187,500	07/31/2009 ⁽³⁾ 07/31/2019	Common Stock	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETIT PARKER H C/O MIMEDX GROUP, INC. 811 LIVINGSTON COURT, SUITE B MARIETTA, GA 30067		X	Chief Executive Officer	

Signatures

/s/ Michael J. Senken, by Power of Attorney

04/08/2011

__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).

- Number of shares held directly by Mr. Petit. Mr. Petit also beneficially owns 150,000 shares held by the Parker H. Petit Grantor Trust, of which he serves as the Trustee; 150,000 shares held by Petit Investments LP of which he serves as General Partner and Limited Partner
- (1) and possesses shared voting and investment control; and 975,000 shares held by Cox Road Partners II LLP, 975,000 shares held by Cox Road Partners LLLP, and 975,000 shares held by Petit Investments LLLP II, limited liability limited partnerships over which Mr. Petit possesses sole voting and investment control.
 - (2) The stock option vested 70% immediately, 15% on February 24, 2010, and 15% on February 24, 2011.
 - (3) The stock option vests and becomes exercisable 25% upon grant and 25% on the next three anniversary dates of the grant.
 - (4) Incorrectly entered the total amount of non-derivative securities acquired. The amount should have been equal to the amount of derivative securities disposed of.

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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