

NATUS MEDICAL INC

Form 4

December 04, 2013

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)

12/02/2013

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)
Common Stock, \$0.001 par value per share	12/02/2013	12/02/2013	M	160,834	A \$ 4.07	597,926	D
Common Stock, \$0.001 par value per share	12/02/2013	12/02/2013	S	160,834	D \$ (1) 22.67	413,844	D
	12/03/2013	12/03/2013	M	23,248	A \$ 4.07	437,092	D

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Common
Stock,
\$0.001 par
value per
share

Common
Stock,
\$0.001 par
value per
share

Common
Stock,
\$0.001 par
value per
share

Common
Stock,
\$0.001 par
value per
share

12/03/2013	12/03/2013	S	23,248	D	\$ 22.42 (2)	413,844 (3)	D
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12/04/2013	12/04/2013	M	22,796	A	\$ 4.07	436,640	D
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12/04/2013	12/04/2013	S	22,796	D	\$ 22.15 (4)	413,844	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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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	Am Nun Sha
Nonqualified Stock Option	\$ 4.07	12/02/2013	12/02/2013	M	160,834	05/08/2004 04/08/2014	Common Stock	16
Nonqualified Stock Option	\$ 4.07	12/03/2013	12/03/2013	M	23,248	05/08/2004 04/08/2014	Common Stock	23
Nonqualified Stock Option	\$ 4.07	12/04/2013	12/04/2013	M	22,796	05/08/2004 04/08/2014	Common Stock	22

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

12/04/2013

__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).

(1) This transaction was executed in multiple trades at prices ranging from \$22.00 to \$22.84. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$22.25 to \$22.55. 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.

(3) Includes 633 shares purchased pursuant to the Company's Employee Stock Purchase Plan since the date of the reporting persons last Form 4.

(4) This transaction was executed in multiple trades at prices ranging from \$22.15 to \$22.46. 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) The option vests in 48 equal monthly installments beginning on the date of grant.

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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