NATUS MEDICAL INC

Form 4

share

11/22/2006

November 24,	2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL			
	UNITED	STATES S			AND EX , D.C. 20		NGE CO	OMMISSION	OMB Number:	3235-0287		
Check this be if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								ires: January 31, 2005 mated average den hours per conse 0.5		
Form 5 obligations may continu See Instructi 1(b).	Section 17(ion	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 Res	ponses)											
1. Name and Address of Reporting Person * MINCE WILLIAM L			2. Issuer Name and Ticker or Trading Symbol NATUS MEDICAL INC [BABY]					5. Relationship of Reporting Person(s) to Issuer				
			NATUS IV.			ĮΔΑ	БІЈ	(Check all applicable)				
(Last)	(First) (I	, i	. Date of Ea Month/Day/		ransaction		_	Director	10%	Owner		
C/O NATUS M INCORPORA INDUSTRIAL	TED, 1501		1/21/2000					_X_ Officer (give to below) Vice Pres	below) sident Operation	er (specify		
				onth/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I	- Non-l	Derivative	Secui		ired, Disposed of,	or Beneficial	lv Owned		
	Transaction Date Ionth/Day/Year)	2A. Deemed Execution D any (Month/Day	3. rate, if Tra	The state of the s				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Co	de V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock, \$0.001 par 11 value per share	/21/2006		S		20,000	D	\$ 16.8747	40,981	D			
Common Stock, \$0.001 par 11 value per	/22/2006		N	1	25,000	A	\$ 3.261	65,981	D			

M

25,000 A \$ 4.51

90,981

D

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Common Stock, \$0.001 par value per share

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$ 3.261	11/22/2006		M	25,000	04/08/2003(1)	10/14/2012	Common Stock	25,000
Stock Option (right to buy)	\$ 4.51	11/22/2006		M	25,000	03/25/2004(2)	02/25/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MINCE WILLIAM L C/O NATUS MEDICAL INCORPORATED 1501 INDUSTRIAL ROAD SAN CARLOS, CA 94070

Vice President Operations

Signatures

/s/ William L.

Mince 11/24/2006

Reporting Owners 2

**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) The option vests as to 9,375 shares on 04/08/2003 and as to 1/48th of the shares subject to the option each month thereafter.
- (2) 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. 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.

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