

D3 FAMILY FUND LP

Form 4

March 31, 2009

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 *
Nierenberg Investment Management
Offshore Inc

(Last) (First) (Middle)

19605 NE 8TH STREET

(Street)

CAMAS, WA 98607

(City) (State) (Zip)

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

NATUS MEDICAL INC [BABY]

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

03/27/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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	03/27/2009		S	35,454 D	\$ 9.14 745,627 ⁽¹⁾	I	By The DIII Offshore Fund, LP
Common Stock	03/31/2009		S	27,800 D	\$ 8.69 717,827 ⁽¹⁾	I	By The DIII Offshore Fund, LP
Common Stock	03/31/2009		S	18,000 D	\$ 8.69 684,291 ⁽¹⁾	I	By The D3 Family Fund, LP
					2,569,995 ⁽¹⁾	I	

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Common
Stock

By The D3
Family
Bulldog
Fund, LP

Common
Stock

129,931 ⁽¹⁾ I

By The D3
Family
Canadian
Fund, LP

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nierenberg Investment Management Offshore Inc 19605 NE 8TH STREET CAMAS, WA 98607		X		
NIERENBERG INVESTMENT MANAGEMENT CO 19605 NE 8TH STREET CAMAS, WA 98607		X		
DIII OFFSHORE FUND LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
		X		

D3 FAMILY FUND LP
19605 NE 8TH STREET
CAMAS, WA 98607

NIERENBERG DAVID
19605 NE 8TH STREET
CAMAS, WA 98607

X

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc.
(NIMCO)

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg, President, Nierenberg Investment Management Offshore, Inc.
(NIMO)

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, L.P.

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, L.P.

03/31/2009

__Signature of Reporting Person

Date

David Nierenberg

03/31/2009

__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) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

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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