

NATUS MEDICAL INC

Form 4

February 24, 2010

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nierenberg Investment Management  
Company, 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)

02/22/2010

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	02/22/2010		S	4,100 D	\$ 14.1 520,691 <sup>(1)</sup>	I	By The D3 Family Fund, LP
Common Stock	02/22/2010		S	16,000 D	\$ 14.1 2,095,266 <sup>(1)</sup>	I	By The D3 Family Bulldog Fund, LP
Common Stock	02/24/2010		S	1,200 D	\$ 14.02 519,491 <sup>(1)</sup>	I	By The D3 Family Fund, LP
Common Stock	02/24/2010		S	7,407 D	\$ 14.02 2,087,859 <sup>(1)</sup>	I	By The D3 Family

Common Stock	129,931 <sup>(1)</sup>	I	Bulldog Fund, LP
Common Stock	446,056 <sup>(1)</sup>	I	By The D3 Family Canadian Fund, LP
			By The DIII Offshore 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. Number of Derivative Securities Owned Following Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Nierenberg Investment Management Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
		X		

D3 Family Bulldog 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)

02/24/2010

\_\_Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP

02/24/2010

\_\_Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog  
Fund, LP

02/24/2010

\_\_Signature of Reporting Person

Date

David Nierenberg

02/24/2010

\_\_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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