

HAWKINS JAMES B

Form 4/A

November 10, 2005

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)

11/07/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/09/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and 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	11/07/2005		M	80,000	A \$ 4.07	95,601	D
Common Stock, \$0.001 par value per share	11/07/2005		S	80,000	D \$ 17.0904	15,601	D
	11/08/2005		M	47,000	A \$ 4.07	62,601	D

Common
Stock,
\$0.001 par
value per
share

Common

Stock,

\$0.001 par 11/08/2005
value per
share

S 47,000 D \$ 17.0827 15,601 D

Common

Stock,

\$0.001 par 11/09/2005
value per
share

M 7,300 A \$ 4.07 22,901 D

Common

Stock,

\$0.001 par 11/09/2005
value per
share

S 7,300 D \$ 17.0219 15,601 ⁽¹⁾ D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Nonqualified Stock Option (right to buy)	\$ 4.07	11/07/2005		M		80,000		10/12/2004 ⁽²⁾	04/07/2014	Common Stock, \$0.001 par value per share	5,000,000
Nonqualified Stock Option (right to buy)	\$ 4.07	11/08/2005		M		47,000		10/12/2004 ⁽²⁾	04/07/2014	Common Stock, \$0.001	4,700,000

								par value per share
								Common Stock,
Nonqualified Stock Option (right to buy)	\$ 4.07	11/09/2005		M	7,300	10/12/2004 ⁽²⁾	04/07/2014	\$0.001 4 par value per share

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 and CEO	

Signatures

James B.
Hawkins

11/10/2005

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) Includes 3,543 shares purchased under the Natus Medical Incorporated Employee Stock Purchase Plan on each of April 29, 2005 and October 31, 2005.
- (2) Vests as to 25% of the shares subject to the option on October 12, 2004 and thereafter as to 1/48th of the shares subject to the option each month.

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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