

TRAVERSO KENNETH M  
Form 4  
May 05, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRAVERSO KENNETH M

2. Issuer Name and Ticker or Trading Symbol  
NATUS MEDICAL INC [BABY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/03/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Marketing and Sales

C/O NATUS MEDICAL INCORPORATED, 1501 INDUSTRIAL ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SAN CARLOS, CA 94070

(City) (State) (Zip)

**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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
|   |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock, \$0.001 par value per share | 05/03/2011                           | 05/03/2011   | M                              | 10,256  | A   | \$ 4.15  | 100,570 D   |
| Common Stock, \$0.001 par value per share | 05/03/2011                           | 05/03/2011   | S                              | 10,256  | D   | \$ 17.26   | 90,314 D  |
|   |                                      |  |                                |   | (2)   |  |   |
|   | 05/03/2011                           | 05/03/2011   | M                              | 19,744  | A   | \$ 3.45  | 110,058 D   |

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Common  
Stock,  
\$0.001 par  
value per  
share

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Stock,  
\$0.001 par  
value per  
share

Common  
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\$0.001 par  
value per  
share

Common  
Stock,  
\$0.001 par  
value per  
share

Common  
Stock,  
\$0.001 par  
value per  
share

05/03/2011      05/03/2011      S      19,744      D      \$  
17.26      90,314      D  
(2)

8,572      I      By Family  
Trust

10,500      I      By IRA

4,100      I      By IRA  
for Spouse

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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date   | Title                               |        |
| Incentive<br>Stock                                  | \$ 4.15  | 05/03/2011                              | 05/03/2011  | M                                    | 10,256   | 12/17/2002 <sup>(1)</sup>                                      | 06/14/2012   | Common<br>Stock                     | 10,256 |

Option

Incentive

|       |         |            |            |   |        |                           |            |                 |       |
|-------|---------|------------|------------|---|--------|---------------------------|------------|-----------------|-------|
| Stock | \$ 3.45 | 05/03/2011 | 05/03/2011 | M | 19,744 | 12/12/2002 <sup>(1)</sup> | 11/12/2012 | Common<br>Stock | 19,74 |
|-------|---------|------------|------------|---|--------|---------------------------|------------|-----------------|-------|

Option

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| TRAVERSO KENNETH M<br>C/O NATUS MEDICAL INCORPORATED<br>1501 INDUSTRIAL ROAD<br>SAN CARLOS, CA 94070 |               |           | VP Marketing and Sales |       |

## Signatures

/s/ STEVEN J. MURPHY, by Power of Attorney

05/05/2011

\*\*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 in 48 equal monthly installments beginning on the date of grant.

This transaction was executed in multiple trades at prices ranging from \$17.25 to \$17.295. 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.

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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