

TRAVERSO KENNETH M
Form 4
May 07, 2012

FORM 4

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

OMB APPROVAL

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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)
C/O NATUS MEDICAL
INCORPORATED, 1501
INDUSTRIAL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2012

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

(Street)
SAN CARLOS, CA 94070

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

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-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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.001 par value per share	05/03/2012	05/03/2012	S		14,421	D	\$ 12.05 (1)
Common Stock, \$0.001 par value per share	05/03/2012	05/03/2012	M ⁽³⁾		9,744	A	\$ 4.15 93,193
	05/03/2012	05/03/2012	S ⁽³⁾		9,744	D	83,449

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Common Stock, \$0.001 par value per share						\$	12.06			
						(2)				
Common Stock, \$0.001 par value per share	05/03/2012	05/03/2012	M	4,214	A	\$ 3.45	87,663	D		
Common Stock, \$0.001 par value per share	05/03/2012	05/03/2012	S	4,214	D	\$	12.05	83,449	D	
						(1)				
Common Stock, \$0.001 par value per share							8,572	I		By Family Trust
Common Stock, \$0.001 par value per share							10,500	I		By IRA
Common Stock, \$0.001 par value per share							4,100	I		By IRA for Spouse

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 Security (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of Sha	
Nonqualified Stock Option	\$ 4.15	05/03/2012	05/03/2012	M				9,744	12/17/2004	06/14/2012 ⁽³⁾	Common Stock	9,
Incentive Stock Option	\$ 3.45	05/03/2012	05/03/2012	M				4,214	11/12/2006	11/12/2012	Common Stock	4,

Reporting Owners

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

Signatures

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

05/07/2012

**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) This transaction was executed in multiple trades at prices ranging from \$12.05 to \$12.06. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$12.05 to \$12.10. 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.

(3) This transaction reflects the exercise and same day sale of an option that would expire by its terms on June 14, 2012.

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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