

NATUS MEDICAL INC
Form 4/A
July 10, 2006

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 *
NIERENBERG INVESTMENT
MANAGEMENT CO

(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)
06/30/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
07/05/2006

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	06/30/2006		J ⁽¹⁾	132,161 D	0	I	By The D3 Children's Fund, L.P.
Common Stock	06/30/2006		J ⁽¹⁾	551,940 D	0	I	By The D3 Family Retirement Fund, L.P.
Common Stock	06/30/2006		J ⁽¹⁾	1,329,376 D	357,049	I	By The D3 Family Fund, L.P.,
Common Stock	06/30/2006		J ⁽²⁾	332,522 A	689,571	I	By The D3 Family

Common Stock	06/30/2006	J ⁽²⁾	1,680,952	A	<u>(2)</u>	1,993,185	I	Fund, L.P. By The D3 Family Bulldog Fund, L.P.
Common Stock						826,158	I	By The DIII Offshore Fund, L.P.

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

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(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 Reporting Transaction (Instr. 6)
				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 CO 19605 NE 8TH STREET CAMAS, WA 98607		X		
DENVER CARA 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Bulldog Fund LP 19605 NE 8TH STREET CAMAS, WA 98607		X		

HOOPER HENRY E 19605 NE 8TH STREET CAMAS, WA 98607	X
Nierenberg Investment Management Offshore Inc 19605 NE 8TH STREET CAMAS, WA 98607	X
NIERENBERG DAVID 19605 SE 8TH STREET CAMAS, WA 98607	X
D3 CHILDREN S FUND LP 19605 NE 8TH STREET CAMAS, WA 98607	X
D3 FAMILY FUND LP 19605 NE 8TH STREET CAMAS, WA 98607	X
D3 FAMILY RETIREMENT FUND LP 19605 NE 8TH STREET CAMAS, WA 98607	X
D3 OFFSHORE FUND LP 19605 NE 8TH STREET CAMAS, WA 98607	X

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc. (NIMCO)	07/10/2006
__Signature of Reporting Person	Date
David Nierenberg	07/10/2006
__Signature of Reporting Person	Date
Henry Hooper	07/10/2006
__Signature of Reporting Person	Date
Cara Denver	07/10/2006
__Signature of Reporting Person	Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, L.P.	07/10/2006
__Signature of Reporting Person	Date
David Nierenberg, President, Nierenberg Investment Management Offshore Inc. (NIMO)	07/10/2006
__Signature of Reporting Person	Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, L.P.	07/10/2006
__Signature of Reporting Person	Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Retirement Fund, L.P.	07/10/2006
__Signature of Reporting Person	Date

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David Nierenberg, President, NIMCO, General Partner of The D3 Children's Fund, L.P. 07/10/2006
Signature of Reporting Person Date

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, L.P. 07/10/2006
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) Pro rata distribution of issuer shares owned by limited partnership to its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.
- (2) Pro rata receipt of issuer shares by limited partnership from its general and limited partners as part of consolidation of funds within fund family. These shares have previously been included in statements filed by David Nierenberg, President of Nierenberg Investment Management Company, Inc., the general partner of the limited partnership and by Nierenberg Investment Management Company, Inc.

Remarks:

As officers of Nierenberg Investment Management Company, Inc., the sole general partner of each of the limited partnerships,

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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