

TRAVERSO KENNETH M
Form 4
March 17, 2011

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)
03/15/2011

____ Director _____ 10% Owner
 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)
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.001 par value per share | 03/15/2011 | 03/15/2011 | M | 5,000 A | \$ 5.69 | 95,314 | D |
| Common Stock, \$0.001 par value per share | 03/15/2011 | 03/15/2011 | S | 5,000 D | \$ 15.51 (2) | 90,314 | D |
| | 03/15/2011 | 03/15/2011 | M | 5,000 A | \$ 5.69 | 95,314 | D |

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| | | | | | | | | | |
|--|------------|------------|---|-------|---|----------|--------|---|-------------------|
| Common Stock, \$0.001 par value per share | | | | | | | | | |
| Common Stock, \$0.001 par value per share | 03/15/2011 | 03/15/2011 | S | 5,000 | D | \$ 15.53 | 90,314 | D | |
| Common Stock, \$0.001 par value per share | 03/15/2011 | 03/15/2011 | M | 5,000 | A | \$ 4.15 | 95,314 | D | |
| Common Stock, \$0.001 par value per share | 03/15/2011 | 03/15/2011 | S | 5,000 | D | \$ 15.6 | 90,314 | D | |
| 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.

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 number.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------------------------------|------------------|------------|--|------|---|-------|-----|---------------------------|-----------------|--------------|----------------------------|
| Incentive Stock Option | \$ 5.69 | 03/15/2011 | 03/15/2011 | M | | | 5,000 | | 11/23/2001 ⁽¹⁾ | 10/23/2011 | Common Stock | 10,000 |
| Incentive Stock Option | \$ 5.69 | 03/15/2011 | 03/15/2011 | M | | | 5,000 | | 11/23/2001 ⁽¹⁾ | 10/23/2011 | Common Stock | 5,000 |
| Incentive Stock Option | \$ 4.15 | 03/15/2011 | 03/15/2011 | M | | | 5,000 | | 12/17/2002 ⁽¹⁾ | 06/14/2012 | Common Stock | 15,256 |

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

03/17/2011

**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 \$15.50 to \$15.53. 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.