

HAWKINS JAMES B
Form 4/A
November 10, 2005

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 *
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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| 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
value per
share

Common
Stock,
\$0.001 par
value per
share

Common
Stock,
\$0.001 par
value per
share

11/08/2005 S 47,000 D \$ 17.0827 15,601 D

11/09/2005 M 7,300 A \$ 4.07 22,901 D

11/09/2005 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 number.

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| 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 |
| 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 |

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