

HAWKINS JAMES B  
Form 4/A  
November 10, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)
				(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 <sup>(1)</sup> 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.**

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Nonqualified Stock Option (right to buy)	\$ 4.07	11/07/2005		M	80,000	10/12/2004 <sup>(2)</sup> 04/07/2014	Common Stock, \$0.001 par value per share
Nonqualified Stock Option (right to buy)	\$ 4.07	11/08/2005		M	47,000	10/12/2004 <sup>(2)</sup> 04/07/2014	Common Stock, \$0.001

Nonqualified Stock Option (right to buy)	\$ 4.07	11/09/2005	M	7,300	10/12/2004 <sup>(2)</sup>	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.