

NATUS MEDICAL INC
Form 4
March 09, 2010

FORM 4

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

OMB APPROVAL

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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 Company, Inc.

(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)
03/05/2010

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

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	03/05/2010		S	9,852 D	\$ 14.4 477,083 ⁽¹⁾	I	By The D3 Family Fund, LP
Common Stock	03/05/2010		S	39,000 D	\$ 14.4 1,918,859 ⁽¹⁾	I	By The D3 Family Bulldog Fund, LP
Common Stock	03/08/2010		S	23,000 D	\$ 14.4 454,083 ⁽¹⁾	I	By The D3 Family Fund, LP
Common Stock	03/08/2010		S	90,000 D	\$ 14.4 1,828,859 ⁽¹⁾	I	By The D3 Family

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Common Stock	03/08/2010	S	16,718	D	\$ 14.4	429,338 ⁽¹⁾	I	Bulldog Fund, LP By The DIII Offshore Fund, LP
Common Stock	03/09/2010	S	6,200	D	\$ 14.46	447,883 ⁽¹⁾	I	By The D3 Family Fund, LP
Common Stock	03/09/2010	S	26,404	D	\$ 14.46	1,802,455 ⁽¹⁾	I	By The D3 Family Bulldog Fund, LP
Common Stock	03/09/2010	S	6,600	D	\$ 14.46	422,738 ⁽¹⁾	I	By The DIII Offshore Fund, LP
Common Stock						129,931 ⁽¹⁾	I	By The D3 Family Canadian Fund, LP

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

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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 Beneficially Owned (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 Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
D3 Family Bulldog Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
DIII Offshore Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607		X		
Nierenberg Investment Management Offshore Inc. 19605 NE 8TH STREET CAMAS, WA 98607		X		
Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607		X		

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc. (NIMCO)		03/09/2010
__Signature of Reporting Person		Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP		03/09/2010
__Signature of Reporting Person		Date
David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, LP		03/09/2010
__Signature of Reporting Person		Date
David Nierenberg		03/09/2010
__Signature of Reporting Person		Date
David Nierenberg, President, Nierenberg Investment Management Offshore, Inc. (NIMO)		03/09/2010
__Signature of Reporting Person		Date
David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, LP		03/09/2010
__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) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

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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