

NATUS MEDICAL INC
Form 4/A
July 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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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