

NATUS MEDICAL INC

Form 4

January 15, 2010

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

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

OMB APPROVAL

OMB
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(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)

01/13/2010

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/13/2010		S		100,000	D	\$ 14.36	446,056 ⁽¹⁾	I	By The DIII Offshore Fund, LP
Common Stock	01/14/2010		S		45,400	D	\$ 14.56	2,291,595 ⁽¹⁾	I	By The D3 Family Bulldog Fund, LP
Common Stock	01/15/2010		S		38,340	D	\$ 14.5	2,253,255 ⁽¹⁾	I	By The D3 Family Bulldog Fund, LP

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Common Stock	550,291 ⁽¹⁾	I	By The D3 Family 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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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

Nierenberg Investment Management Company, Inc.
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

X

Nierenberg Investment Management Offshore Inc.
19605 NE 8TH STREET
CAMAS, WA 98607

Nierenberg David
19605 NE 8TH STREET
CAMAS, WA 98607

X

Signatures

David Nierenberg, President, Nierenberg Investment Management Company, Inc.
(NIMCO)

01/15/2010

__Signature of Reporting Person

Date

David Nierenberg, President, Nierenberg Investment Management Offshore, Inc.
(NIMO)

01/15/2010

__Signature of Reporting Person

Date

David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog
Fund, LP

01/15/2010

__Signature of Reporting Person

Date

David Nierenberg, President, NIMO, General Partner of The DIII Offshore Fund, LP

01/15/2010

__Signature of Reporting Person

Date

David Nierenberg

01/15/2010

__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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