HAMPTON WADE

Form 5

February 14, 2003

SEC Form 5

OMB APPROVAL FORM 5 UNITED STATES SECURITIES AND EXCHANGE COMMISSION [X] Check this box if no Washington, D.C. 20549 longer subject to Section 16. Form 4 OMB Number: 3235-0362 or Form 5 obligations may Expires: January 31, 2005 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP continue. Estimated average burden See Instruction 1(b). hours per response. 1.0 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section [] Form 3 Holdings 17(a) of the Public Utility Reported Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 [] Form 4 Transactions Reported Name and Address of Reporting Person* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) to Hampton, Wade and Ticker or Trading Symbol Month/Year (Check all applicable) Natus Medical Incorporated 12/31/2002 (Last) (First) BABY Director _ 10% Owner (Middle) X Officer (give title below) _ Other c/o Natus Medical Incorporated (specify below) 1501 Industrial Road 3. I.R.S. Identification 5. If Amendment, Number of Reporting Date of Original Description Vice President Person, if an entity (Street) (Month/Year) International Sales & Marketing (voluntary) San Carlos. CA 94070 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) X 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 2.Transaction 2A. Deemed 3. 4. Securities 5. Amount of 6. Owner-7. Nature of (Instr. 3) Execution Date, if Transaction Acquired (A) or Securities ship Indirect (Month/Day/Year) any Code Disposed Of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership (Instr. 3, 4, and 5) Indirect Issuer's Fiscal (Instr. 4) Year (Instr. 3 and (Instr. 4) Amount A/D Price Common Stock 04/30/2002 04/30/2002 М 2,888 (1) / A / \$4.038 D Common Stock 10/31/2002 10/31/2002 М 4,201 (1) / A / \$2.975 9,089 D

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)	Deri-	Transaction	3A. Deemed Execution Date, if any	Transaction Code	of Derivative Securities	and	Amount of Underlying Securities (Instr. 3	8. Price of Derivative Security (Instr.5)	Derivative Securities Beneficially	10. Ownership Form of Derivative	

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Security	Year)	(Month/ Day/ Year)	or Disposed Of (D) (Instr. 3, 4 and 5)				Transaction(s) (Instr.4)	Securities: Direct (D) or Indirect (I) (Instr.4)
			A or D	DE /	ED	Title / Amount or Number of Shares		

Explanation of Responses:

(1) Shares issued pursuant to the Issuer's Employee Stock Purchase Plan						
Ву:	Date:					
/s/ Wade Hampton	02/11/2003					

Wade Hampton, VP International Sales & Marketing

** Signature of Reporting Person SEC 2270 (09-02)

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

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.

^{*} 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).