

# 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 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>PARRISH O B</b>		2. Issuer Name and Ticker or Trading Symbol <b>FEMALE HEALTH CO [FHCO]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman of Board and CEO</b>	
(Last) (First) (Middle) <b>THE FEMALE HEALTH COMPANY, 515 NORTH STATE STREET, SUITE 2225</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>11/19/2004</b>			
(Street) <b>CHICAGO, IL 60610</b>		4. If Amendment, Date Original Filed(Month/Day/Year) <b>11/19/2004</b>		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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, par value \$.01 per share	11/19/2004		X		220,000	A	\$ 1 (2)	220,000	I	By Trust (1)

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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Purchase Warrants	\$ 1 (2)	11/19/2004		X		200,000		05/17/2003	05/17/2008	Common Stock	220,000	\$ 0	0	I	Note (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRISH O B THE FEMALE HEALTH COMPANY 515 NORTH STATE STREET, SUITE 2225 CHICAGO, IL 60610	X		Chairman of Board and CEO	

## Signatures

James M. Bedore, Attorney-in-fact	12/20/2004
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).

These shares are held by the Geneva O. Parrish 1996 Living Trust of which Mr. Parrish is beneficiary and for which Mr. Parrish may be deemed to share voting and investment power. Mr.

(1) Parrish also owns directly 222,900 shares and is deemed to indirectly own 233,501 shares held by Phoenix Health Care of Illinois, Inc. ("Phoenix"), of which Mr. Parrish is an officer, director and shareholder. Mr. Parrish disclaims beneficial ownership in the shares held by Phoenix except to the extent of his pecuniary interest therein.

- Each common stock purchase warrant was originally convertible into one share of common stock upon payment of the per warrant exercise price. The conversion rate was subsequently amended to grant the holder of the warrants an additional number of shares of common stock upon conversion equal to 10% of the aggregate number of common stock purchase warrants exercised. As a result, because the holder of the warrants exercised all 200,000 common stock purchase warrants, the holder received an additional 20,000 shares of common stock upon exercise of the warrants.
- (2)
- (3) These common stock purchase warrants were held by the Geneva O. Parrish 1996 Living Trust of which Mr. Parrish is beneficiary and for which Mr. Parrish may be deemed to share voting and investment power.

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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