

ATRIX LABORATORIES INC

Form 4

November 23, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BETHUNE DAVID R

2. Issuer Name **and** Ticker or Trading
Symbol
ATRIX LABORATORIES INC
[ATRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2579 MIDPOINT DRIVE

(Street)

FORT COLLINS, CO 80525

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2004

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (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	11/19/2004		D	146,477	D		

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

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information contained in this form are not
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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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 9.75	11/19/2004		D	60,000	<u>(2)</u>	06/02/2010	Common Stock	60,000
Stock Option	\$ 9.5	11/19/2004		D	50,000	<u>(3)</u>	08/03/2010	Common Stock	50,000
Stock Option	\$ 12.875	11/19/2004		D	50,000	<u>(4)</u>	08/18/2010	Common Stock	50,000
Stock Option	\$ 15.125	11/19/2004		D	20,000	<u>(5)</u>	09/05/2010	Common Stock	20,000
Stock Option	\$ 17.6875	11/19/2004		D	100,000	<u>(6)</u>	01/02/2011	Common Stock	100,000
Stock Option	\$ 5	11/19/2004		D	100,503	<u>(7)</u>	08/06/2011	Common Stock	100,503
Stock Option	\$ 22.62	11/19/2004		D	25,000	<u>(8)</u>	05/22/2012	Common Stock	25,000
Stock Option	\$ 25	11/19/2004		D	25,000	<u>(9)</u>	05/22/2012	Common Stock	25,000
Stock Option	\$ 28	11/19/2004		D	25,000	<u>(10)</u>	05/22/2012	Common Stock	25,000
Stock Option	\$ 30	11/19/2004		D	25,000	<u>(11)</u>	05/22/2012	Common Stock	25,000
Stock Option	\$ 16.46	11/19/2004		D	150,000	<u>(12)</u>	04/28/2013	Common Stock	150,000
Stock Option	\$ 31	11/19/2004		D	50,000	<u>(13)</u>	05/06/2014	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BETHUNE DAVID R 2579 MIDPOINT DRIVE FORT COLLINS, CO 80525	X		Chief Executive Officer	

Signatures

Sarah Watson, Attorney-in-Fact for David R.
Bethune

11/23/2004

__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).
- (1) Disposed of pursuant to merger agreement between issuer and QLT Inc. for 146,477 shares of QLT common stock having a market value of \$15.42 per share as reported on NASDAQ on the effective date of the merger, and \$2,140,028.90 in cash.
 - (2) This option, which provided for vesting in three equal annual installments beginning on June 2, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 114,244 shares of QLT Inc. common stock for \$5.13 per share.
 - (3) This option, which provided for vesting in three equal annual installments beginning on August 3, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 95,203 shares of QLT Inc. common stock for \$4.99 per share.
 - (4) This option, which provided for vesting in three equal annual installments beginning on August 18, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 95,203 shares of QLT Inc. common stock for \$6.77 per share.
 - (5) This option, which provided for vesting in three equal annual installments beginning on September 5, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 38,081 shares of QLT Inc. common stock for \$7.95 per share.
 - (6) This option, which provided for vesting in three equal annual installments beginning on January 2, 2002, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 190,405 shares of QLT Inc. common stock for \$9.29 per share.
 - (7) This option, which vested immediately on August 6, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 191,364 shares of QLT Inc. common stock for \$2.63 per share.
 - (8) This option, which provided for vesting in two equal annual installments beginning on May 22, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 47,600 shares of QLT Inc. common stock for \$11.88 per share.
 - (9) This option, which provided for vesting in two equal annual installments beginning on May 22, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 47,601 shares of QLT Inc. common stock for \$13.13 per share.
 - (10) This option, which provided for vesting in two equal annual installments beginning on May 22, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 47,601 shares of QLT Inc. common stock for \$14.71 per share.
 - (11) This option, which provided for vesting in two equal annual installments beginning on May 22, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 47,601 shares of QLT Inc. common stock for \$15.76 per share.
 - (12) This option, which provided for vesting in three equal annual installments beginning on April 28, 2004, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 285,610 shares of QLT Inc. common stock for \$8.65 per share.
 - (13) This option, which provided for vesting in three equal annual installments beginning on May 6, 2004, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 95,203 shares of QLT Inc. common stock for \$16.29 per share.

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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