

COHEN D WALTER  
Form 4  
November 23, 2004

**FORM 4**

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

OMB APPROVAL

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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 \*  
COHEN D WALTER

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2579 MIDPOINT DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

FORT COLLINS, CO 80525

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	11/19/2004		D		23,583	D	0

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)**

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 10.125	11/19/2004		D	700	<u>(2)</u>	08/07/2010	Common Stock	700
Stock Option	\$ 18.25	11/19/2004		D	700	<u>(3)</u>	11/21/2010	Common Stock	700
Stock Option	\$ 22.375	11/19/2004		D	700	<u>(4)</u>	02/01/2011	Common Stock	700
Stock Option	\$ 17	11/19/2004		D	4,700	<u>(5)</u>	05/01/2011	Common Stock	4,700
Stock Option	\$ 25.61	11/19/2004		D	700	<u>(6)</u>	08/01/2011	Common Stock	700
Stock Option	\$ 26.14	11/19/2004		D	700	<u>(7)</u>	11/01/2011	Common Stock	700
Stock Option	\$ 25.34	11/19/2004		D	8,000	<u>(8)</u>	11/05/2011	Common Stock	8,000
Stock Option	\$ 22.99	11/19/2004		D	700	<u>(9)</u>	02/01/2012	Common Stock	700
Stock Option	\$ 23.19	11/19/2004		D	4,700	<u>(10)</u>	05/01/2012	Common Stock	4,700
Stock Option	\$ 16.46	11/19/2004		D	700	<u>(11)</u>	08/01/2012	Common Stock	700
Stock Option	\$ 16.52	11/19/2004		D	700	<u>(12)</u>	11/18/2012	Common Stock	700
Stock Option	\$ 10.53	11/19/2004		D	700	<u>(13)</u>	02/07/2013	Common Stock	700
Stock Option	\$ 16.47	11/19/2004		D	12,000	<u>(14)</u>	04/28/2013	Common Stock	12,000
Stock Option	\$ 16.47	11/19/2004		D	15,000	<u>(15)</u>	04/28/2013	Common Stock	15,000
Stock Option	\$ 31.34	11/19/2004		D	15,000	<u>(16)</u>	05/03/2014	Common Stock	15,000



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This option, which provided for vesting in three equal annual installments beginning on May 3, 2005, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 28,561 shares of QLT Inc. common stock for \$16.46 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. 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.