

COHEN D WALTER  
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 \*  
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)

2579 MIDPOINT DRIVE

(Street)

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

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

FORT COLLINS, CO 80525

(City) (State) (Zip)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 11/19/2004                              |                                                             | D                                       |                                                                            | 23,583                                                                                                             | D                                                                    | 11 0                                                              |

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

**Persons who respond to the collection of  
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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. D<br>S<br>(I |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D)    | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option                                     | \$ 10.125                                                          | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(2)</u>                                                          | 08/07/2010         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 18.25                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(3)</u>                                                          | 11/21/2010         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 22.375                                                          | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(4)</u>                                                          | 02/01/2011         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 17                                                              | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 4,700  | <u>(5)</u>                                                          | 05/01/2011         | Common<br>Stock | 4,700                               |
| Stock<br>Option                                     | \$ 25.61                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(6)</u>                                                          | 08/01/2011         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 26.14                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(7)</u>                                                          | 11/01/2011         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 25.34                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 8,000  | <u>(8)</u>                                                          | 11/05/2011         | Common<br>Stock | 8,000                               |
| Stock<br>Option                                     | \$ 22.99                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(9)</u>                                                          | 02/01/2012         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 23.19                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 4,700  | <u>(10)</u>                                                         | 05/01/2012         | Common<br>Stock | 4,700                               |
| Stock<br>Option                                     | \$ 16.46                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(11)</u>                                                         | 08/01/2012         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 16.52                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(12)</u>                                                         | 11/18/2012         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 10.53                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 700    | <u>(13)</u>                                                         | 02/07/2013         | Common<br>Stock | 700                                 |
| Stock<br>Option                                     | \$ 16.47                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 12,000 | <u>(14)</u>                                                         | 04/28/2013         | Common<br>Stock | 12,000                              |
| Stock<br>Option                                     | \$ 16.47                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 15,000 | <u>(15)</u>                                                         | 04/28/2013         | Common<br>Stock | 15,000                              |
| Stock<br>Option                                     | \$ 31.34                                                           | 11/19/2004                              |                                                             | D                                    |                                                                                                              |                                                                | 15,000 | <u>(16)</u>                                                         | 05/03/2014         | Common<br>Stock | 15,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| COHEN D WALTER<br>2579 MIDPOINT DRIVE<br>FORT COLLINS, CO 80525 |               | X         |         |       |

## Signatures

Sarah Watson, Attorney-in-Fact for D. Walter  
Cohen

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 23,583 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 \$344,547.63 in cash.
- (2) This option, which provided for vesting in three equal annual installments beginning on August 7, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$5.32 per share.
- (3) This option, which provided for vesting in three equal annual installments beginning on November 21, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$9.59 per share.
- (4) This option, which provided for vesting in three equal annual installments beginning on February 1, 2002, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$11.76 per share.
- (5) This option, which provided for vesting in three equal annual installments beginning on May 1, 2002, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 8,948 shares of QLT Inc. common stock for \$8.93 per share.
- (6) This option, which provided for vesting in three equal annual installments beginning on August 1, 2002, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$13.46 per share.
- (7) This option, which provided for vesting in three equal annual installments beginning on November 1, 2002, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$13.73 per share.
- (8) This option, which provided for vesting in three equal annual installments beginning on November 5, 2002, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 15,232 shares of QLT Inc. common stock for \$13.31 per share.
- (9) This option, which provided for vesting in three equal annual installments beginning on February 1, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$12.08 per share.
- (10) This option, which provided for vesting in three equal annual installments beginning on May 1, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 8,949 shares of QLT Inc. common stock for \$12.18 per share.
- (11) This option, which provided for vesting in three equal annual installments beginning on August 1, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$8.65 per share.
- (12) This option, which provided for vesting in three equal annual installments beginning on November 18, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$8.68 per share.
- (13) This option, which provided for vesting in three equal annual installments beginning on February 7, 2004, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 1,332 shares of QLT Inc. common stock for \$5.54 per share.
- (14) 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 22,848 shares of QLT Inc. common stock for \$8.65 per share.
- (15) 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 28,561 shares of QLT Inc. common stock for \$8.65 per share.
- (16)

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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.

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