

WARREN STEPHEN L
 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 *
WARREN STEPHEN L

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)
VP Research & Development

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 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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Stock Option	\$ 21.08	11/19/2004	D	50,000	(1)	01/22/2012	Common Stock	50,000	
Stock Option	\$ 13.41	11/19/2004	D	10,000	(2)	04/07/2013	Common Stock	10,000	
Stock Option	\$ 16.46	11/19/2004	D	20,000	(3)	04/28/2013	Common Stock	20,000	
Stock Option	\$ 22.32	11/19/2004	D	15,000	(4)	12/08/2013	Common Stock	15,000	
Stock Option	\$ 31	11/19/2004	D	25,000	(5)	05/16/2014	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN STEPHEN L 2579 MIDPOINT DRIVE FORT COLLINS, CO 80525			VP Research & Development	

Signatures

Sarah Watson, Attorney-in-Fact for Stephen L. Warren
 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) This option, which provided for vesting in three equal annual installments beginning on January 22, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 95,202 shares of QLT Inc. common stock for \$11.08 per share.
- (2) This option, which provided for vesting in three equal annual installments beginning on April 7, 2004, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 19,040 shares of QLT Inc. common stock for \$7.05 per share.
- (3) 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 38,081 shares of QLT Inc. common stock for \$8.65 per share.
- (4) This option, which provided for vesting in three equal annual installments beginning on December 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 \$11.73 per share.
- (5) This option, which provided for vesting in three equal annual installments beginning on May 6, 2005, 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 \$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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