

DUNCAN MICHAEL R
 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 *
 DUNCAN MICHAEL 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)

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

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 VP & General Manager

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)
				Code	V	Amount			
Common Stock	11/19/2004		D			715	D	D	

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)

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 715 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 \$10,446.15 in cash.
- (2) This option, which provided for vesting in three equal annual installments beginning on November 17, 1998, 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 \$8.67 per share.
- (3) 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 27,037 shares of QLT Inc. common stock for \$5.13 per share.
- (4) 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 19,040 shares of QLT Inc. common stock for \$4.99 per share.
- (5) This option, which provided for vesting in three equal annual installments beginning on August 30, 2001, 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 \$8.18 per share.
- (6) This option, which provided for vesting in three equal annual installments beginning on December 8, 2001, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 9,520 shares of QLT Inc. common stock for \$9.52 per share.
- (7) This option, which provided for vesting in three equal annual installments beginning on May 6, 2003, was assumed by QLT Inc. in the merger and replaced with a fully vested option to purchase 7,615 shares of QLT Inc. common stock for \$12.00 per share.
- (8) 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 20,944 shares of QLT Inc. common stock for \$8.65 per share.
- (9) This option, which provided for vesting in three equal annual installments beginning on December 8, 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 \$11.73 per share.
- (10) 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 57,122 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. 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.