**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   
   Tayler Martin Clifford
   
   (Last) (First) (Middle)
   C/O THE FEMALE HEALTH COMPANY
   150 NORTH MICHIGAN AVENUE, SUITE 1580
   CHICAGO IL 60601

2. Issuer Name and Ticker or Trading Symbol
   
   FEMALE HEALTH CO [ FHCO ]

3. Date of Earliest Transaction (Month/Day/Year)
   
   10/31/2016

4. If Amendment, Date of Original Filed (Month/Day/Year)
   
   10/31/2016

5. Relationship of Reporting Person(s) to Issuer
   
   X Executive VP Global Operation
   
   Director
   
   Other (specify below)

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

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common stock, par value $.01 per share</td>
<td>10/31/2016</td>
<td>M</td>
<td>3,333</td>
<td>A</td>
<td>(1) 33,177</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common stock, par value $.01 per share</td>
<td>10/31/2016</td>
<td>M</td>
<td>6,667</td>
<td>A</td>
<td>(2) 39,844</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Right to Receive Common Stock</td>
<td>(1)</td>
<td>10/31/2016</td>
<td>M</td>
<td>3,333</td>
<td>10/31/2016</td>
<td>Common Stock</td>
<td>3,333</td>
<td>(1)</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Right to Receive Common Stock</td>
<td>(2)</td>
<td>10/31/2016</td>
<td>M</td>
<td>6,667</td>
<td>10/31/2016</td>
<td>Common Stock</td>
<td>6,667</td>
<td>0</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The reporting person had the right to receive at his election either 3,333 shares of FHCO common stock or cash based on the market value of 3,333 shares of FHCO common stock as of October 31, 2016, which was $0.95 per share. The reporting person elected to receive 3,333 shares of FHCO common stock.

2. The reporting person had the right to receive 3,333 shares of FHCO common stock.

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

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/s/ James Bedore, Esq.

** Signature of Reporting Person

11/02/2016

Date