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

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* 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer

WENNINGER RICHARD E  FEMALE HEALTH CO [ FHCO ]

(Last) (First) (Middle) 14000 GYPSUM CREEK ROAD

(Street) GYPSUM CO 81637

(City) (State) (Zip) 01/22/2014

3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year)

01/21/2014

X Director 10% Owner

Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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) 3A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 5) 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 Indirect Beneficial Ownership (Instr. 4)

Common Stock, par value $.01 per share 01/21/2014 G V 50,000(1) D $0 1,683,672 I Note(2)

Common Stock, par value $.01 per share 01/21/2014 G V 50,000(1) A $0 61,448 I By Spouse

Common Stock, par value $.01 per share 01/22/2014 G V 1,700 D $0 1,681,972 I Note(2)

Common Stock, par value $.01 per share 01/22/2014 G V 1,700 D $0 1,680,272 I Note(2)

Common Stock, par value $.01 per share 01/22/2014 G V 1,700 D $0 1,678,572 I Note(2)

Common Stock, par value $.01 per share 01/22/2014 G V 1,700 D $0 59,748 I By Spouse

Common Stock, par value $.01 per share 01/22/2014 G V 1,700 D $0 58,048 I By Spouse

Common Stock, par value $.01 per share 01/23/2014 G V 1,700 D $0 56,348 I By Spouse

Common Stock, par value $.01 per share 01/23/2014 G V 1,700 D $0 1,676,872 I Note(2)

Common Stock, par value $.01 per share 250,000 I Note(3)

Common Stock, par value $.01 per share 17,382 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 11. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Common Stock, par value $.01 per share

Explanation of Responses:

1. This transaction involved a gift of shares by a trust as to which Mr. Wenninger is a trustee and beneficiary to Mr. Wenninger's spouse.

2. These shares are held in a trust in which Mr. Wenninger is a trustee and beneficiary.

3. These shares are held in a charitable remainder trust as to which Mr. Wenninger is a trustee and Mr. Wenninger and his spouse are beneficiaries. Mr. Wenninger continues to report beneficial ownership of all of the shares held by the trust but disclaims beneficial ownership except to the extent of his and his spouse's pecuniary interest therein.

/s/ James M. Bedore, Attorney-in-fact 01/27/2014

Signature of Reporting Person Date

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.