# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**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

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**1. Name and Address of Reporting Person**

DEARHOLT STEPHEN M

(Last) SPRINGS

(First) 36365 TRAIL RIDGE ROAD

(Middle) CO 80488

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**2. Issuer Name and Ticker or Trading Symbol**

FEMALE HEALTH CO [ FHCO ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

02/01/2013

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**4. If Amendment, Date of Original Filed (Month/Day/Year)**

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**5. Relationship of Reporting Person(s) to Issuer**

X Director

X 10% Owner

Other (specify below)

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

X Form filed by One Reporting Person

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 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported 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>02/01/2013</td>
<td></td>
<td>S</td>
<td>103,012</td>
<td>D</td>
<td>$7.7033(1)</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock, par value $.01 per share</td>
<td>02/04/2013</td>
<td></td>
<td>S</td>
<td>33,712</td>
<td>D</td>
<td>$7.65</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock, par value $.01 per share</td>
<td></td>
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<td></td>
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<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>
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</tbody>
</table>

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**Explanation of Responses:**

1. The price reported above is the weighted average transaction price. The range of prices for such transactions is $7.69 to $7.73. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.

2. Shares are held by the reporting person's self-directed IRA.

3. Shares are held by a trust, of which the reporting person is a trustee.

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**Signature of Reporting Person**

James M. Bedore, Attorney-in-fact 02/05/2013

**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.