### FORM 4

**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**
   - **PARRISH O B**
     - (Last) PARRISH
     - (First) O
     - (Middle) B
     - 515 NORTH STATE STREET
     - SUITE 2225
     - CHICAGO IL 60654

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 12/14/2012

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - 12/14/2012

5. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - X Officer (give title below)
   - **COB, CEO and President**
   - 10% Owner

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>Security Description</th>
<th>Date of Transaction</th>
<th>Code</th>
<th>Amount</th>
<th>(A)</th>
<th>(D)</th>
<th>Price</th>
<th>Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $.01 per share</td>
<td>12/14/2012</td>
<td>G</td>
<td>14,500</td>
<td>D</td>
<td>$0</td>
<td>849,949</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock, par value $.01 per share</td>
<td>12/17/2012</td>
<td>g(1)</td>
<td>25,000</td>
<td>D</td>
<td>$7.12</td>
<td>824,949</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock, par value $.01 per share</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>233,501</td>
<td>I</td>
</tr>
</tbody>
</table>

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

- **(e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>Security Description</th>
<th>Date of Transaction</th>
<th>Code</th>
<th>Amount</th>
<th>(A)</th>
<th>(D)</th>
<th>Share</th>
</tr>
</thead>
<tbody>
<tr>
<td>Derivative Security</td>
<td></td>
<td></td>
<td></td>
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<tr>
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<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Shares sold to the Company under an authorization by the Company's Board of Directors to purchase shares issued under the Company's equity compensation plans at the market price on the effective date of the repurchase request.

2. The reporting person is deemed to indirectly own 233,501 shares held by Phoenix Health Care of Illinois, Inc. ("Phoenix"), of which the reporting person is an officer, director and shareholder. The reporting person disclaims beneficial ownership in the shares held by Phoenix except to the extent of his pecuniary interest therein.

   /s/ **James M. Bedore, Attorney-in-fact** 12/18/2012

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.