## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

### 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**

**PARRISH O B**

(Street) 515 NORTH STATE STREET

(Suite) SUITE 2225

(City) CHICAGO

(State) IL

(Zip) 60654

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

**FEMALE HEALTH CO [ FHCO ]**

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

12/19/2012

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

12/20/2012

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

* X Director
* X Officer (give title below)

**COB, CEO and President**

**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

<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>12/19/2012</td>
<td></td>
<td></td>
<td>s</td>
<td>35,000</td>
<td>D</td>
<td>$7.1461(1)</td>
</tr>
<tr>
<td>Common Stock, par value $.01 per share</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

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

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

<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>
</table>
| **Explanation of Responses:**

1. The price reported above is the weighted average transaction price. The range of prices for such transactions is $7.05 to $7.245. Upon request by the Commission staff, the reporting person will provide full information regarding the number of shares sold at each separate price.

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 12/20/2012

**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.