

ATRIX LABORATORIES INC

Form 15-12G

November 22, 2004

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTION 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: **000-18231**

Atrix Laboratories, Inc.

(Exact Name of Registrant as specified in its charter)

2579 Midpoint Drive, Fort Collins, Colorado 80525, (970) 482-5868

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.001 par value per share and Series A Preferred Stock Purchase Rights

(Title of each class of securities covered by this Form)

None

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate provision(s) relied upon to terminate or suspend the duty to file reports:

| | | | |
|----------------------|---|----------------------|---|
| Rule 12g-4(a)(1)(i) | x | Rule 12h-3(b)(1)(ii) | o |
| Rule 12g-4(a)(1)(ii) | o | Rule 12h-3(b)(2)(i) | o |
| Rule 12g-4(a)(2)(i) | o | Rule 12h-3(b)(2)(ii) | o |
| Rule 12g-4(a)(2)(ii) | o | Rule 15d-6 | o |
| Rule 12h-3(b)(1)(i) | x | | |

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, Atrix Laboratories, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

ATRIX LABORATORIES, INC.

Date: November 22, 2004

By: /s/ Gregory A. Gould
Name: Gregory A. Gould
Title: Chief Financial Officer

