

ABBOTT LABORATORIES

Form 4

February 05, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Landgraf John C

(Last) (First) (Middle)

100 ABBOTT PARK ROAD

(Street)

ABBOTT PARK, IL 60064-6400

(City) (State) (Zip)

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

ABBOTT LABORATORIES [ABT]

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

11/12/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Senior Vice 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	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 shares without par value	11/12/2008		G	V 950	D \$ 0	98,378	D
Common shares without par value	11/17/2008		G	V 40	D \$ 0	98,338	D
Common shares without par value	02/03/2009		M	11,816	A \$ 54.3	110,154	D

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Common shares without par value	02/03/2009	M	1,867	A	\$ 53.55	112,021	D	
Common shares without par value	02/03/2009	S	13,683	D	\$ 56	98,338	D	
Common shares without par value	02/03/2009	M	3,065	A	\$ 32.6111	101,403	D	
Common shares without par value	02/03/2009	M	3,050	A	\$ 33.2314	104,453	D	
Common shares without par value	02/03/2009	M	2,454	A	\$ 41.0317	106,907	D	
Common shares without par value	02/03/2009	F	5,432	D	\$ 55.57	101,475	D	
Common shares without par value						15,884 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value						30,000 ⁽²⁾	I	Anne Marie Landgraf Living Trust
Common shares without par value	11/12/2008	G V	300	A	\$ 0	1,598 ⁽³⁾ ⁽⁴⁾	I	By self for son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽⁵⁾	\$ 54.3	02/03/2009		M			11,816	02/09/2008	02/11/2009	Common Shares	11,816
Option (right to buy) ⁽⁵⁾	\$ 53.55	02/03/2009		M			1,867	09/04/2008	02/11/2009	Common Shares	1,867
Option (right to buy) ⁽⁵⁾	\$ 32.6111	02/03/2009		M			3,065	02/11/2003	02/10/2010	Common Shares	3,065
Option (right to buy) ⁽⁵⁾	\$ 33.2314	02/03/2009		M			3,050	02/14/2006	02/13/2013	Common Shares	3,050
Option (right to buy) ⁽⁵⁾	\$ 41.0317	02/03/2009		M			2,454	02/20/2007	02/19/2014	Common Shares	2,454
Option (right to buy) ⁽⁵⁾	\$ 55.57	02/03/2009		A		1,798		08/04/2009	02/10/2010	Common Shares	1,798
Option (right to buy) ⁽⁵⁾	\$ 55.57	02/03/2009		A		1,823		08/04/2009	02/13/2013	Common Shares	1,823
Option (right to buy) ⁽⁵⁾	\$ 55.57	02/03/2009		A		1,811		08/04/2009	02/19/2014	Common Shares	1,811

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Landgraf John C 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for John C.
Landgraf

02/05/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Balance in the Abbott Laboratories Stock Retirement Trust as of February 4, 2009.
- (2) Held in the Anne Marie Landgraf Living Trust. The reporting person and his spouse are co-trustees of the trust. The trust is revocable by his spouse.
- (3) Includes shares acquired under the Abbott Laboratories Dividend Re-investment and Stock Purchase Plan in transactions exempt from Section 16 under Rule 16a-(11).
- (4) Reporting person disclaims beneficial ownership of all securities held by his son.
- (5) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program, including a replacement option feature, in a transaction exempt from Section 16 under Rule 16b-3.

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1(c).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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