

ABBOTT LABORATORIES
Form 4
May 11, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FREYMAN THOMAS 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)

05/09/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or (D) Price | | |
| Common shares without par value | 05/09/2011 | | S | | 300 D \$ 52.32 | 404,403 | D |
| Common shares without par value | 05/09/2011 | | S | | 2,700 D \$ 52.325 | 401,703 | D |
| Common shares without par value | 05/09/2011 | | S | | 4,085 D \$ 52.33 | 397,618 | D |

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| | | | | | | | |
|--|------------|---|-------|---|-----------|---------|---|
| Common shares without par value | 05/09/2011 | S | 400 | D | \$ 52.335 | 397,218 | D |
| Common shares without par value | 05/09/2011 | S | 364 | D | \$ 52.34 | 396,854 | D |
| Common shares without par value | 05/09/2011 | S | 500 | D | \$ 52.35 | 396,354 | D |
| Common shares without par value | 05/09/2011 | S | 400 | D | \$ 52.36 | 395,954 | D |
| Common shares without par value | 05/09/2011 | S | 1,700 | D | \$ 52.365 | 394,254 | D |
| Common shares without par value | 05/09/2011 | S | 1,465 | D | \$ 52.37 | 392,789 | D |
| Common shares without par value | 05/09/2011 | S | 700 | D | \$ 52.38 | 392,089 | D |
| Common shares without par value | 05/09/2011 | S | 1,000 | D | \$ 52.39 | 391,089 | D |
| Common shares without par value | 05/09/2011 | S | 600 | D | \$ 52.395 | 390,489 | D |
| Common shares without par value | 05/09/2011 | S | 300 | D | \$ 52.399 | 390,189 | D |
| Common shares without par value | 05/09/2011 | S | 1,572 | D | \$ 52.4 | 388,617 | D |
| | 05/09/2011 | S | 100 | D | | 388,517 | D |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|------------|-----------------------|---|-----------------------------------|
| Common shares without par value | | | | | \$ 52.4024 | | | |
| Common shares without par value | 05/09/2011 | S | 1,000 | D | \$ 52.405 | 387,517 | D | |
| Common shares without par value | 05/09/2011 | S | 1,200 | D | \$ 52.41 | 386,317 | D | |
| Common shares without par value | 05/09/2011 | S | 314 | D | \$ 52.42 | 386,003 | D | |
| Common shares without par value | 05/09/2011 | S | 400 | D | \$ 52.43 | 385,603 | D | |
| Common shares without par value | 05/09/2011 | S | 600 | D | \$ 52.435 | 385,003 | D | |
| Common shares without par value | 05/09/2011 | S | 300 | D | \$ 52.44 | 384,703 | D | |
| Common shares without par value | | | | | | 992 ⁽¹⁾ | I | Profit Sharing Trust |
| Common shares without par value | | | | | | 15,000 ⁽²⁾ | I | Annette Newton-Freyman 1994 Trust |
| Common shares without par value | | | | | | 1,941 ⁽³⁾ | I | By daughter |
| Common shares without par value | | | | | | 1,941 ⁽³⁾ | I | By self for son |
| Common shares without par value | | | | | | 1,941 ⁽³⁾ | I | By self for son |

Common
shares
without
par value

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

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

| 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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREYMAN THOMAS C 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Executive Vice President | |

Signatures

John A. Berry, by power of attorney for Thomas C. Freyman
Date: 05/11/2011

__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 May 6, 2011.
- (2) Held in the Annette Newton-Freyman 1994 Trust. The reporting person's spouse is trustee of the trust. The trust is revocable by his spouse. The reporting person disclaims beneficial ownership of these securities.

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(3) The reporting person disclaims beneficial ownership of all securities held by his daughter and sons.

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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