

ABBOTT LABORATORIES

Form 4

February 05, 2009

**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 \*  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Senior 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common shares without par value | 11/12/2008                           |  | G                              | V   | 950   | D  | \$ 0                              |
|                                 |                                      |  |                                |   |   |  | 98,378                            |
| Common shares without par value | 11/17/2008                           |  | G                              | V   | 40  | D  | \$ 0                              |
|                                 |                                      |  |                                |   |   |  | 98,338                            |
| Common shares without par value | 02/03/2009                           |  | M                              |   | 11,816  | A  | \$ 54.3                           |
|                                 |                                      |  |                                |   |   |  | 110,154                           |

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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 <sup>(1)</sup>               | I | Profit Sharing Trust             |
| Common shares without par value |            |     |        |   |            | 30,000 <sup>(2)</sup>               | I | Anne Marie Landgraf Living Trust |
| Common shares without par value | 11/12/2008 | G V | 300    | A | \$ 0       | 1,598 <sup>(3)</sup> <sup>(4)</sup> | 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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(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 of Underlying Securities (Instr. 3 and 4) |                 |               |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|---|-----------------|---------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)    | Date Exercisable  | Expiration Date | Title         | Amount or Number of Shares |
| Option (right to buy) <sup>(5)</sup>       | \$ 54.3  | 02/03/2009                           |  | M                              |   |  | 11,816 | 02/09/2008  | 02/11/2009      | Common Shares | 11,816                     |
| Option (right to buy) <sup>(5)</sup>       | \$ 53.55   | 02/03/2009                           |  | M                              |   |  | 1,867  | 09/04/2008  | 02/11/2009      | Common Shares | 1,867                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 32.6111   | 02/03/2009                           |  | M                              |   |  | 3,065  | 02/11/2003  | 02/10/2010      | Common Shares | 3,065                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 33.2314   | 02/03/2009                           |  | M                              |   |  | 3,050  | 02/14/2006  | 02/13/2013      | Common Shares | 3,050                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 41.0317   | 02/03/2009                           |  | M                              |   |  | 2,454  | 02/20/2007  | 02/19/2014      | Common Shares | 2,454                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 55.57   | 02/03/2009                           |  | A                              |   | 1,798  |        | 08/04/2009  | 02/10/2010      | Common Shares | 1,798                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 55.57   | 02/03/2009                           |  | A                              |   | 1,823  |        | 08/04/2009  | 02/13/2013      | Common Shares | 1,823                      |
| Option (right to buy) <sup>(5)</sup>       | \$ 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<br>100 ABBOTT PARK ROAD<br>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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