

ABBOTT LABORATORIES
Form 4
February 23, 2016

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 *
Watkin Jared

(Last) (First) (Middle)
100 ABBOTT PARK ROAD
(Street)

ABBOTT PARK, IL 60064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABBOTT LABORATORIES [ABT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2016

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common shares without par value	02/19/2016		A		19,921 (1)	A	\$ 0 50,515 D
Common shares without par value	02/20/2016		F		743	D	\$ 38.53 49,772 D
Common shares without par value	02/21/2016		F		683	D	\$ 38.53 49,089 D

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Common shares without par value	02/22/2016	S	400	D	\$ 39.095	48,689	D	
Common shares without par value	02/22/2016	S	154	D	\$ 39.094	48,535	D	
Common shares without par value						393 ⁽²⁾	I	Profit Sharing Trust

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount Number of Shares
Option (right to buy) ⁽³⁾	\$ 38.4	02/19/2016		A	174,657	02/19/2017 02/18/2026	Common shares 174,657

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Watkin Jared 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064			Senior Vice President	

Signatures

John A. Berry, by power of attorney for Jared Watkin
02/23/2016

__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).

These shares represent performance vested restricted stock awards under the Abbott Laboratories 2009 Incentive Stock Program. The

(1) awards have a 5-year term, with no more than 1/3 of the award vesting in any one year upon Abbott reaching a minimum return on equity target. The awards include the right to have stock withheld for tax purposes.

(2) Balance in the Abbott Laboratories Stock Retirement Trust as of February 19, 2016.

Employee stock option granted pursuant to the Abbott Laboratories 2009 Incentive Stock Program in a transaction exempt from Section

(3) 16 under Rule 16b-3. The option becomes exercisable in annual increments of 58,219 on 02/19/2017, 58,219 on 02/19/2018, and 58,219 on 02/19/2019.

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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