ABBOTT LABORATORIES

Form 4

January 29, 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

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

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OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

par value

(Print or Type Responses)

1 Name and Address of Departing De

(Last) (First) (Middle) (Control of the control of			Symbol	er Name an TT LAB(I	5. Relationship of Reporting Person(s) to Issuer			
				of Earliest T				(Check all applicable)			
				Day/Year)			_	Director 10% OwnerX Officer (give title Other (specify below)			
				endment, D onth/Day/Yea	_	al	- -				
								Р	Person		
	(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		n Date, if	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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	01/27/2009			Code V M	Amount 3,197	(D)	Price \$ 42.4978	41,176	D	
	Common shares without par value	01/27/2009			M	4,514	A	\$ 54.03	45,690	D	
	Common shares without	01/27/2009			S	7,711	D	\$ 54.41	37,979	D	

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Common shares without par value	01/27/2009	M	3,065	A	\$ 32.6111	41,044	D	
Common shares without par value	01/27/2009	M	8,811	A	\$ 33.2314	49,855	D	
Common shares without par value	01/27/2009	M	4,269	A	\$ 41.0317	54,124	D	
Common shares without par value	01/27/2009	F	11,363	D	\$ 54.05	42,761	D	
Common shares without par value						23 (1)	I	Profit Sharing Trust
Common shares without par value						72 (2)	I	By Spouse

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

buy) (3)

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(9-02)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to	\$ 42.4978	01/27/2009		M		3,197	02/12/2002	02/11/2009	Common shares	3,197

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Option (right to buy) (3)	\$ 54.03	01/27/2009	M		4,514	09/28/2008	02/11/2009	Common shares	4,514
Option (right to buy) (3)	\$ 32.6111	01/27/2009	M		3,065	02/11/2003	02/10/2010	Common shares	3,065
Option (right to buy) (3)	\$ 33.2314	01/27/2009	M		8,811	02/14/2006	02/13/2013	Common shares	8,811
Option (right to buy) (3)	\$ 41.0317	01/27/2009	M		2,454	02/20/2007	02/19/2014	Common shares	2,454
Option (right to buy) (3)	\$ 41.0317	01/27/2009	M		1,815	02/20/2005	02/19/2014	Common shares	1,815
Option (right to buy) (3)	\$ 54.05	01/27/2009	A	1,849		07/28/2009	02/10/2010	Common shares	1,849
Option (right to buy) (3)	\$ 54.05	01/27/2009	A	6,146		07/28/2009	02/13/2013	Common shares	6,146
Option (right to buy) (3)	\$ 54.05	01/27/2009	A	3,368		07/28/2009	02/19/2014	Common shares	3,368

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Warmuth Michael J			Senior					
100 ABBOTT PARK ROAD			Vice					
ABBOTT PARK, IL 60064-6400			President					

Signatures

John A. Berry, by power of attorney for Michael J.

Warmuth

01/29/2009

**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 January 28, 2009.
- (2) The reporting person disclaims beneficial ownership of all securities held by his spouse.

(3)

Reporting Owners 3

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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(b) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.