#### ABBOTT LABORATORIES

Form 4

February 04, 2009

# FORM 4

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

OMB Number:

3235-0287 January 31,

2005

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Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: Estimated average

**OMB APPROVAL** 

subject to Section 16. Form 4 or

**SECURITIES** 

burden hours per response...

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Tyree James L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

ABBOTT LABORATORIES [ABT]

(Check all applicable)

(Last)

par value

(First) (Middle) 3. Date of Earliest Transaction

Issuer

(Month/Day/Year) 02/02/2009

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below)

**Executive Vice President** 

100 ABBOTT PARK ROAD

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

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

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

ABBOTT PARK, IL 60064-6400

(Street)

		i cison										
(City)	(State)	Zip) 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. 4. Securities Acquired (A) Transactioror Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			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	02/02/2009		S	1,000	D	\$ 54.88	46,287	D				
Common shares without par value	02/02/2009		S	1,000	D	\$ 55.2	45,287	D				
Common shares without	02/02/2009		S	4,800	D	\$ 55.21	40,487	D				

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Common shares without par value	02/02/2009	S	4,300	D	\$ 55.22	36,187	D
Common shares without par value	02/02/2009	S	2,400	D	\$ 55.23	33,787	D
Common shares without par value	02/02/2009	S	500	D	\$ 55.24	33,287	D
Common shares without par value	02/02/2009	S	1,400	D	\$ 55.25	31,887	D
Common shares without par value	02/02/2009	S	1,500	D	\$ 55.26	30,387	D
Common shares without par value	02/02/2009	S	1,200	D	\$ 55.27	29,187	D
Common shares without par value	02/02/2009	S	3,100	D	\$ 55.28	26,087	D
Common shares without par value	02/02/2009	S	3,000	D	\$ 55.29	23,087	D
Common shares without par value	02/02/2009	S	1,000	D	\$ 55.3	22,087	D
Common shares without par value	02/02/2009	S	1,642	D	\$ 55.32	20,445	D
Common shares without par value	02/02/2009	S	5,300	D	\$ 55.33	15,145	D
	02/02/2009	S	1,500	D	\$ 55.34	13,645	D

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Common shares without par value								
Common shares without par value	02/02/2009	M	55,333	A	\$ 44.16	68,978	D	
Common shares without par value	02/02/2009	M	10,856	A	\$ 54.54	79,834	D	
Common shares without par value	02/02/2009	M	32,642	A	\$ 46.34	112,476	D	
Common shares without par value	02/02/2009	S	55,333	D	\$ 54.7391	57,143	D	
Common shares without par value						1,191 <u>(1)</u>	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. 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 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) (2)	\$ 44.16	02/02/2009		M		55,333	02/17/2008	02/16/2016	Common shares	55,333

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Option (right to buy) (2)	\$ 54.54	02/02/2009	M	10,856	08/26/2008	02/11/2009	Common shares	10,856
Option (right to buy) (2)	\$ 46.34	02/02/2009	M	32,642	02/18/2008	02/17/2015	Common shares	32,642

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Tyree James L			Executive					
100 ABBOTT PARK ROAD			Vice					
ARROTT PARK II 60064-6400			President					

# **Signatures**

John A. Berry, by power of attorney for James L.

Tyree

02/04/2009

\*\*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 2, 2009.
- (2) Employee stock option, including a replacement option feature, granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program, in a transaction exempt from Section 16 under Rule 16b-3.

#### Remarks:

Form 2 of 2 forms.

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