

ABBOTT LABORATORIES
Form 4
January 29, 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 *
Chen Thomas F

(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)

01/27/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

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

X 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	(A) or (D)	Price	
Common shares without par value	01/27/2009		M		9,224	A	\$ 54.3 89,085	D
Common shares without par value	01/27/2009		M		10,701	A	\$ 54.1 99,786	D
Common shares without par value	01/27/2009		M		13,259	A	\$ 53.6 113,045	D

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Common shares without par value	01/27/2009	S	3,584	D	\$ 54.4	109,461	D	
Common shares without par value	01/27/2009	S	23,700	D	\$ 54.42	85,761	D	
Common shares without par value	01/27/2009	S	4,300	D	\$ 54.43	81,461	D	
Common shares without par value	01/27/2009	S	200	D	\$ 54.44	81,261	D	
Common shares without par value	01/27/2009	S	1,400	D	\$ 54.45	79,861	D	
Common shares without par value						17,871 ⁽¹⁾	I	Profit sharing trust
Common shares without par value						23,798 ⁽²⁾	I	By wife
Common shares without par value						610 ⁽²⁾	I	By daughter

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)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options (right to buy) ⁽³⁾			\$ 54.3	01/27/2009	M	9,224	02/09/2008 02/11/2009	Common shares	9,224
Options (right to buy) ⁽³⁾			\$ 54.1	01/27/2009	M	10,701	11/30/2008 02/11/2009	Common shares	10,701
Options (right to buy) ⁽³⁾			\$ 53.6	01/27/2009	M	13,259	03/20/2008 02/11/2009	Common shares	13,259

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chen Thomas F 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for Thomas F.
Chen 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 wife and daughter.
- (3) Employee stock option, including replacement option feature, granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3.

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.