

ABBOTT LABORATORIES
Form 4
February 24, 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 *
FREYMAN THOMAS 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)

02/20/2009

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)

Executive 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common shares without par value | 02/20/2009 | | A | (A) or (D) | 76,200 (1) \$ 0 390,275 | D | |
| Common shares without par value | | | | | 21,170 (2) | I | Profit Sharing Trust |
| Common shares without par value | | | | | 1,567 (3) | I | By daughter |

| | | | |
|---------------------------------|----------------------|---|-----------------|
| Common shares without par value | 1,567 ⁽³⁾ | I | By self for son |
| Common shares without par value | 1,567 ⁽³⁾ | I | By self for son |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) (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) ⁽⁴⁾ | \$ 54.14 | 02/20/2009 | | A | 108,200 | 02/20/2010 02/19/2019 | Common shares 108,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FREYMAN THOMAS C 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Executive Vice President | |

Signatures

John A. Berry by power of attorney for Thomas C. Freyman
Date: 02/24/2009

__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).

These shares represent performance vested restricted stock awards under the Abbott Laboratories 1996 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, 2009.

(3) The reporting person disclaims beneficial ownership of all securities held by his daughter and sons.

Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section

(4) 16 under Rule 16b-3. The option becomes exercisable in annual increments of 36,067 on 2/20/2010, 36,067 on 2/20/2011 and 36,066 on 2/20/2012.

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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