

ABBOTT LABORATORIES
Form 4
February 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LINDER GREG W

(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)

02/08/2008

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)
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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common shares without par value | 02/08/2008 | | M | | 6,805 A \$ 48.7193 | 142,337 | D |
| Common shares without par value | 02/08/2008 | | M | | 242 A \$ 53.1833 | 142,579 | D |
| Common shares without par value | 02/08/2008 | | S | | 900 D \$ 56.791 | 141,679 | D |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|-----------|-----------------------|---|----------------------|
| Common shares without par value | 02/08/2008 | S | 800 | D | \$ 56.782 | 140,879 | D | |
| Common shares without par value | 02/08/2008 | S | 200 | D | \$ 56.781 | 140,679 | D | |
| Common shares without par value | 02/08/2008 | S | 788 | D | \$ 56.761 | 139,891 | D | |
| Common shares without par value | 02/08/2008 | S | 800 | D | \$ 56.772 | 139,091 | D | |
| Common shares without par value | 02/08/2008 | S | 3,400 | D | \$ 56.754 | 135,691 | D | |
| Common shares without par value | 02/08/2008 | S | 159 | D | \$ 56.752 | 135,532 | D | |
| Common shares without par value | 02/11/2008 | M | 1,775 | A | \$ 56.3 | 137,307 | D | |
| Common shares without par value | 02/11/2008 | S | 1,775 | D | \$ 56.4 | 135,532 | D | |
| Common shares without par value | | | | | | 12,473 ⁽¹⁾ | I | Profit Sharing Trust |

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) ⁽²⁾ | \$ 48.7193 | 02/08/2008 | | M | 6,805 | 12/23/2001 02/12/2008 | common shares | 6,805 |
| Option (right to buy) ⁽²⁾ | \$ 53.1833 | 02/08/2008 | | M | 242 | 06/25/2002 02/12/2008 | common shares | 242 |
| Option (right to buy) ⁽²⁾ | \$ 56.3 | 02/11/2008 | | M | 1,775 | 02/10/2008 02/12/2008 | common shares | 1,775 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LINDER GREG W 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Vice President | |

Signatures

Deborah K. Koenen by power of attorney for Greg W. Linder
 02/12/2008
 **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 8, 2008.
- (2) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3.

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted on [redacted].
 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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