

ABBOTT LABORATORIES
Form 4
August 08, 2008

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 *
Landgraf John 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)

08/06/2008

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common shares without par value | 08/06/2008 | | M | | 26,056 A \$ 46.42 | 122,080 | D |
| Common shares without par value | 08/06/2008 | | F | | 22,752 D \$ 58.71 | 99,328 | D |
| Common shares without par value | | | | | | 15,687 ⁽¹⁾ | I Profit Sharing Trust |

| | | | |
|---------------------------------|-------------------------------------|---|----------------------------------|
| Common shares without par value | 30,000 ⁽²⁾ | I | Anne Marie Landgraf Living Trust |
| Common shares without par value | 1,297 ⁽³⁾ ⁽⁴⁾ | I | By self for son |

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

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SEC 1474 (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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Option (right to buy) ⁽⁵⁾ | \$ 46.42 | 08/06/2008 | | M | 14,699 | 06/22/2005 02/13/2013 | Common Shares | 14,699 |
| Option (right to buy) ⁽⁵⁾ | \$ 46.42 | 08/06/2008 | | M | 11,357 | 06/22/2005 02/10/2010 | Common Shares | 11,357 |
| Option (right to buy) ⁽⁵⁾ | \$ 58.71 | 08/06/2008 | | A | 12,835 | 02/07/2009 02/13/2013 | Common Shares | 12,835 |
| Option (right to buy) ⁽⁵⁾ | \$ 58.71 | 08/06/2008 | | A | 9,917 | 02/07/2009 02/10/2010 | Common Shares | 9,917 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Landgraf John C
100 ABBOTT PARK ROAD
ABBOTT PARK, IL 60064-6400

Senior
Vice
President

Signatures

John A. Berry, by power of attorney for John C.
Landgraf

08/08/2008

__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 August 5, 2008.
- (2) Held in the Anne Marie Landgraf Living Trust. The reporting person and his spouse are co-trustees of the trust. The trust is revocable by his spouse.
- (3) Includes shares acquired under the Abbott Laboratories Dividend Re-investment and Stock Purchase Plan in transactions exempt from Section 16 under Rule 16a-(11)
- (4) Reporting person disclaims beneficial ownership of all securities held by his son.
- (5) 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 under Rule 16b-3.

Remarks:

This transaction was made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted on F

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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