

ABBOTT LABORATORIES

Form 4

February 23, 2010

**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 \*  
Fussell Stephen R

(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)

02/19/2010

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 Ownership (Instr. 4)
Common shares without par value	02/19/2010		A	(A) 19,600 (1)	A \$ 0 130,033 (3)	D	
Common shares without par value	02/19/2010		A	(A) 21,000 (2)	A \$ 0 151,033 (3)	D	
Common shares without par value					810 (4)	I	Profit Sharing Trust

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Common shares without par value	02/19/2010	A	60 <sup>(6)</sup>	A	\$ 0	160 <sup>(5)</sup>	I	By spouse
Common shares without par value	02/20/2010	F	14	D	\$ 54.38	146 <sup>(5)</sup>	I	By spouse

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) (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) <sup>(7)</sup>	\$ 54.5	02/19/2010		A	28,700	02/19/2011	02/18/2020	Common shares	28,700
Option (right to buy) <sup>(8)</sup>	\$ 44.16					02/17/2007	02/16/2016	Common shares	450
Option (right to buy) <sup>(9)</sup>	\$ 52.54					02/16/2008	02/15/2017	Common shares	300
Option (right to buy) <sup>(10)</sup>	\$ 55.56					02/15/2009	02/14/2018	Common shares	300

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

Fussell Stephen R  
100 ABBOTT PARK ROAD  
ABBOTT PARK, IL 60064-6400

Senior  
Vice  
President

## Signatures

John A. Berry, by power of attorney for Stephen R.  
Fussell

02/23/2010

\_\_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) These shares represent performance vested restricted stock awards under the Abbott Laboratories 2009 Incentive Stock Program. The 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) These shares represent a retention award of restricted stock under the Abbott Laboratories 2009 Incentive Stock Program. The awards generally vest on the third anniversary of their grant date and include the right to have stock withheld for tax purposes.
  - (3) Amount is subject to adjustment pursuant to a domestic relations order.
  - (4) Balance in the Abbott Laboratories Stock Retirement Trust as of February 18, 2010.
  - (5) The reporting person disclaims beneficial ownership of all securities held by his spouse.
  - (6) These shares represent restricted stock units granted pursuant to the Abbott Laboratories 2009 Incentive Stock Program. The units vest in three equal annual installments on the anniversary of their grant date.

Employee stock option granted pursuant to the Abbott Laboratories 2009 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3. The option becomes exercisable in annual increments of 9,567 on 02/19/2011, 9,566 on 02/19/2012, and 9,567 on 02/19/2013.
  - (7) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3. The option became exercisable in annual increments of 150 on 02/17/2007, 150 on 02/17/2008, and 150 on 02/17/2009.
  - (8) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3. The option became exercisable in annual increments of 100 on 02/16/2008, 100 on 02/16/2009, and 100 on 02/16/2010.
  - (9) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3. The option became exercisable in annual increments of 100 on 02/15/2009 and 100 on 02/15/2010, and 100 become exercisable on 02/15/2011.
  - (10)

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