

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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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 *
Warmuth Michael J

(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
 Officer (give title below) _____ Other (specify below)

Senior Vice President

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

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	(D)	Price
Common shares without par value	01/27/2009		M		3,197	A	\$ 42.4978
Common shares without par value	01/27/2009		M		4,514	A	\$ 54.03
Common shares without par value	01/27/2009		S		7,711	D	\$ 54.41

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Common shares without par value	01/27/2009	M	3,065	A	\$ 32.6111	41,044	D	
Common shares without par value	01/27/2009	M	8,811	A	\$ 33.2314	49,855	D	
Common shares without par value	01/27/2009	M	4,269	A	\$ 41.0317	54,124	D	
Common shares without par value	01/27/2009	F	11,363	D	\$ 54.05	42,761	D	
Common shares without par value						23 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value						72 ⁽²⁾	I	By Spouse

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽³⁾	\$ 42.4978	01/27/2009		M		02/12/2002	02/11/2009	Common shares	3,197

Option (right to buy) ⁽³⁾	\$ 54.03	01/27/2009	M	4,514	09/28/2008	02/11/2009	Common shares	4,514
Option (right to buy) ⁽³⁾	\$ 32.6111	01/27/2009	M	3,065	02/11/2003	02/10/2010	Common shares	3,065
Option (right to buy) ⁽³⁾	\$ 33.2314	01/27/2009	M	8,811	02/14/2006	02/13/2013	Common shares	8,811
Option (right to buy) ⁽³⁾	\$ 41.0317	01/27/2009	M	2,454	02/20/2007	02/19/2014	Common shares	2,454
Option (right to buy) ⁽³⁾	\$ 41.0317	01/27/2009	M	1,815	02/20/2005	02/19/2014	Common shares	1,815
Option (right to buy) ⁽³⁾	\$ 54.05	01/27/2009	A	1,849	07/28/2009	02/10/2010	Common shares	1,849
Option (right to buy) ⁽³⁾	\$ 54.05	01/27/2009	A	6,146	07/28/2009	02/13/2013	Common shares	6,146
Option (right to buy) ⁽³⁾	\$ 54.05	01/27/2009	A	3,368	07/28/2009	02/19/2014	Common shares	3,368

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warmuth Michael J 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for Michael J.
Warmuth

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 spouse.

(3)

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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(b) under Rule 16b-3.

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1(c).

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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