

ABBOTT LABORATORIES

Form 4

February 23, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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

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

Edgar Filing: ABBOTT LABORATORIES - Form 4

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

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)

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

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Edgar Filing: ABBOTT LABORATORIES - Form 4

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.
- (7) 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.
- (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 150 on 02/17/2007, 150 on 02/17/2008, and 150 on 02/17/2009.
- (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 02/16/2008, 100 on 02/16/2009, and 100 on 02/16/2010.
- (10) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.