

ABBOTT LABORATORIES

Form 4

February 20, 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 *
FREYMAN THOMAS 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)

02/11/2008

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)

Executive 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 | (A) or (D) | Price | | |
| Common shares without par value | 02/11/2008 | | G | V | 1,056 | D | \$ 0 | 294,355 | D |
| Common shares without par value | 02/15/2008 | | A ⁽¹⁾ | | 31,400 | A | \$ 55.56 | 325,755 | D |
| Common shares without par value | 02/17/2008 | | F | | 3,761 | D | \$ 55.55 | 321,994 | D |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|----------|---------|---|-------------------------------------|
| Common shares without par value | 02/18/2008 | F | 1,223 | D | \$ 55.55 | 320,771 | D | |
| Common shares without par value | | | | | | 19,963 | I | Profit sharing trust ⁽²⁾ |
| Common shares without par value | 02/11/2008 | G | V 352 | A | \$ 0 | 1,197 | I | By daughter ⁽³⁾ |
| Common shares without par value | 02/11/2008 | G | V 352 | A | \$ 0 | 1,197 | I | By self for son ⁽³⁾ |
| Common shares without par value | 02/11/2008 | G | V 352 | A | \$ 0 | 1,197 | I | By self for son ⁽³⁾ |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Option (right to buy) ⁽⁴⁾ | \$ 55.56 | 02/15/2008 | | A | 127,500 | 02/15/2009 02/14/2018 | common shares 127,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other |
|----------------------------|----------|-----------|-----------|-------|
| FREYMAN THOMAS C | | | Executive | |
| 100 ABBOTT PARK ROAD | | | Vice | |
| ABBOTT PARK, IL 60064-6400 | | | President | |

Signatures

Deborah K. Koenen by power of attorney for Thomas C.
Freyman

02/20/2008

__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).
These shares represent performance vested restricted stock awards under the Abbott Laboratories 1996 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.
- (1) 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) Balance in the Abbott Laboratories Stock Retirement Trust as of February 14, 2008
- (3) The reporting person disclaims beneficial ownership of all securities held by his daughter and sons.
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 becomes exercisable in annual increments of 42,500 on 2/15/09, 42,500 on 2/15/10 and 42,500 on 2/15/11.
- (4) 16 under Rule 16b-3. The option becomes exercisable in annual increments of 42,500 on 2/15/09, 42,500 on 2/15/10 and 42,500 on 2/15/11.

Remarks:

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

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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