

ABBOTT LABORATORIES
Form 4
May 16, 2008

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 *
Michael Edward L

(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)

05/14/2008

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 | (D) | Price |
| Common shares without par value | 05/14/2008 | | S | | 9,936 | D | \$ 55 |
| Common shares without par value | 05/14/2008 | | M | | 40,433 | A | \$ 42.4978 |
| Common shares without par value | 05/14/2008 | | M | | 23,232 | A | \$ 32.6111 |

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Common shares without par value 05/14/2008 F 51,986 D \$ 54.4 146,095 D

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Option (right to buy) ⁽¹⁾ | \$ 42.4978 | 05/14/2008 | | M | | 40,433 | 02/12/2002 02/11/2009 | Common Shares | 40,433 |
| Option (right to buy) ⁽¹⁾ | \$ 32.6111 | 05/14/2008 | | M | | 20,167 | 02/11/2002 02/10/2010 | Common Shares | 20,167 |
| Option (right to buy) ⁽¹⁾ | \$ 32.6111 | 05/14/2008 | | M | | 3,065 | 02/11/2003 02/10/2010 | Common Shares | 3,065 |
| Option (right to buy) ⁽¹⁾ | \$ 54.4 | 05/14/2008 | | A | | 34,873 | 11/15/2008 02/11/2009 | Common Shares | 34,873 |
| Option (right to buy) ⁽¹⁾ | \$ 54.4 | 05/14/2008 | | A | | 17,113 | 11/15/2008 02/10/2010 | Common Shares | 17,113 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Michael Edward L 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Executive Vice President | |

Signatures

John A. Berry, by power of attorney for Edward L.
Michael

05/16/2008

__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) Employee stock option, including replacement option feature, granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3.

Remarks:

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

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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