

ABBOTT LABORATORIES

Form 4

February 23, 2011

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 *
Landgraf John 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)

02/18/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common shares without par value | 02/18/2011 | | A | (A) Amount 35,600 (1) | \$ 0 110,887 | D | |
| Common shares without par value | | | | | 17,132 (2) | I | Profit Sharing Trust |
| Common shares without par value | | | | | 2,009 (3) | I | By self for son |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) ⁽⁴⁾ | \$ 46.6 | 02/18/2011 | | A | 50,100 | 02/18/2012 02/17/2021 | Common shares | 50,100 |

Reporting Owners

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

Signatures

John A. Berry, by power of attorney for John C. Landgraf 02/23/2011

__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 2009 Incentive Stock Program. The
- (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 18, 2011.
 - (3) The reporting person disclaims beneficial ownership of all securities held by his son.
- Employee stock option granted pursuant to the Abbott Laboratories 2009 Incentive Stock Program in a transaction exempt from Section
- (4) 16 under Rule 16b-3. The option becomes exercisable in annual increments of 16,700 on 02/18/2012, 16,700 on 02/18/2013, and 16,700 on 02/18/2014.

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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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