

ABBOTT LABORATORIES

Form 4

February 10, 2011

FORM 4

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

OMB APPROVAL

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

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 *
Hance Robert B

(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)

02/08/2011

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)

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 | 02/08/2011 | | M | | 53,202 | A | \$ 45.4488 |
| Common shares without par value | 02/08/2011 | | S | | 25,602 | D | \$ 45.46 |
| Common shares without par value | 02/08/2011 | | S | | 7,000 | D | \$ 45.465 |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|------------|-----------------------|---|----------------------|
| Common shares without par value | 02/08/2011 | S | 700 | D | \$ 45.467 | 135,298 | D | |
| Common shares without par value | 02/08/2011 | S | 1,500 | D | \$ 45.469 | 133,798 | D | |
| Common shares without par value | 02/08/2011 | S | 9,400 | D | \$ 45.47 | 124,398 | D | |
| Common shares without par value | 02/08/2011 | S | 1,300 | D | \$ 45.475 | 123,098 | D | |
| Common shares without par value | 02/08/2011 | S | 4,800 | D | \$ 45.48 | 118,298 | D | |
| Common shares without par value | 02/08/2011 | S | 200 | D | \$ 45.4825 | 118,098 | D | |
| Common shares without par value | 02/08/2011 | S | 400 | D | \$ 45.485 | 117,698 | D | |
| Common shares without par value | 02/08/2011 | S | 2,300 | D | \$ 45.5 | 115,398 | D | |
| Common shares without par value | | | | | | 6,366 ⁽¹⁾ | I | Profit Sharing Trust |
| Common shares without par value | | | | | | 20,000 ⁽²⁾ | I | By wife |
| Common shares without par value | | | | | | 150 ⁽²⁾ | I | By daughter |
| | | | | | | 150 ⁽²⁾ | I | |

Common shares without par value

By daughter

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) ⁽³⁾ | \$ 45.4488 | 02/08/2011 | | M | 53,202 | 02/09/2004 02/08/2011 | Common shares | 53,202 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hance Robert B 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Senior Vice President | |

Signatures

John A. Berry, by power of attorney for Robert B. Hance
02/10/2011

**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).
- (1) Balance in the Abbott Laboratories Stock Retirement Trust as of February 8, 2011.
- (2) The reporting person disclaims beneficial ownership of all securities held by his wife and daughters.

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- (3) 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 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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