

ABBOTT LABORATORIES
Form 4
December 16, 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 *
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)

12/14/2011

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 | 12/14/2011 | | M | | 8,722 | A | \$ 52.1214 |
| Common shares without par value | 12/14/2011 | | M | | 69,163 | A | \$ 53.625 |
| Common shares without par value | 12/14/2011 | | S | | 1,700 | D | \$ 54.28 |

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| | | | | | | | |
|---------------------------------|------------|---|--------|---|------------|---------|---|
| Common shares without par value | 12/14/2011 | S | 7,000 | D | \$ 54.285 | 197,606 | D |
| Common shares without par value | 12/14/2011 | S | 1,000 | D | \$ 54.2875 | 196,606 | D |
| Common shares without par value | 12/14/2011 | S | 300 | D | \$ 54.289 | 196,306 | D |
| Common shares without par value | 12/14/2011 | S | 19,866 | D | \$ 54.29 | 176,440 | D |
| Common shares without par value | 12/14/2011 | S | 4,900 | D | \$ 54.295 | 171,540 | D |
| Common shares without par value | 12/14/2011 | S | 800 | D | \$ 54.3 | 170,740 | D |
| Common shares without par value | 12/14/2011 | S | 5,173 | D | \$ 54.31 | 165,567 | D |
| Common shares without par value | 12/14/2011 | S | 17,900 | D | \$ 54.315 | 147,667 | D |
| Common shares without par value | 12/14/2011 | S | 500 | D | \$ 54.3175 | 147,167 | D |
| Common shares without par value | 12/14/2011 | S | 3,100 | D | \$ 54.319 | 144,067 | D |
| Common shares without par value | 12/14/2011 | S | 7,327 | D | \$ 54.32 | 136,740 | D |
| | 12/14/2011 | S | 2,119 | D | \$ 54.33 | 134,621 | D |

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| | | | | | | | | |
|---------------------------------|------------|---|-------|---|------------|-----------------------|---|----------------------|
| Common shares without par value | | | | | | | | |
| Common shares without par value | 12/14/2011 | S | 4,800 | D | \$ 54.335 | 129,821 | D | |
| Common shares without par value | 12/14/2011 | S | 200 | D | \$ 54.339 | 129,621 | D | |
| Common shares without par value | 12/14/2011 | S | 800 | D | \$ 54.34 | 128,821 | D | |
| Common shares without par value | 12/14/2011 | S | 100 | D | \$ 54.345 | 128,721 | D | |
| Common shares without par value | 12/14/2011 | S | 200 | D | \$ 54.35 | 128,521 | D | |
| Common shares without par value | 12/14/2011 | S | 100 | D | \$ 54.355 | 128,421 | D | |
| Common shares without par value | 12/15/2011 | M | 1,918 | A | \$ 52.1214 | 130,339 | D | |
| Common shares without par value | 12/15/2011 | F | 1,843 | D | \$ 54.23 | 128,496 | D | |
| Common shares without par value | | | | | | 6,603 ⁽¹⁾ | I | Profit Sharing Trust |
| Common shares without par value | | | | | | 20,400 ⁽²⁾ | I | By wife |
| Common shares without par value | | | | | | 150 ⁽²⁾ | I | |

Common shares without par value

By daughter

Common shares without par value

150 ⁽²⁾

I

By daughter

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option (right to buy) ⁽³⁾ | \$ 52.1214 | 12/14/2011 | | M | 8,722 | 01/02/2005 01/01/2012 | Common shares 8,722 |
| Option (right to buy) ⁽³⁾ | \$ 53.625 | 12/14/2011 | | M | 69,163 | 02/15/2005 02/14/2012 | Common shares 69,163 |
| Option (right to buy) ⁽³⁾ | \$ 52.1214 | 12/15/2011 | | M | 1,918 | 01/02/2005 01/01/2012 | Common shares 1,918 |

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

12/16/2011

__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 December 14, 2011.
 - (2) The reporting person disclaims beneficial ownership of all securities held by his wife and daughters.
 - (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:

The transactions completed on December 14, 2011 were made pursuant to a previously adopted plan complying with Rule 10b

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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