

MAZZO JAMES V
Form 4
October 26, 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 *
MAZZO JAMES V

(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)

10/24/2011

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common shares without par value	10/24/2011		M	98,470	A \$ 21.92	189,122	D
Common shares without par value	10/24/2011		S	1,000	D \$ 53.24	188,122	D
Common shares without par value	10/24/2011		S	1,200	D \$ 53.25	186,922	D

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Common shares without par value	10/24/2011	S	3,400	D	\$ 53.26	183,522	D
Common shares without par value	10/24/2011	S	100	D	\$ 53.265	183,422	D
Common shares without par value	10/24/2011	S	300	D	\$ 53.27	183,122	D
Common shares without par value	10/24/2011	S	200	D	\$ 53.275	182,922	D
Common shares without par value	10/24/2011	S	1,226	D	\$ 53.28	181,696	D
Common shares without par value	10/24/2011	S	1,300	D	\$ 53.285	180,396	D
Common shares without par value	10/24/2011	S	2,800	D	\$ 53.29	177,596	D
Common shares without par value	10/24/2011	S	300	D	\$ 53.295	177,296	D
Common shares without par value	10/24/2011	S	4,100	D	\$ 53.3	173,196	D
Common shares without par value	10/24/2011	S	1,000	D	\$ 53.305	172,196	D
Common shares without par value	10/24/2011	S	100	D	\$ 53.307	172,096	D
	10/24/2011	S	6,196	D	\$ 53.31	165,900	D

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Common shares without par value							
Common shares without par value	10/24/2011	S	800	D	\$ 53.315	165,100	D
Common shares without par value	10/24/2011	S	1,500	D	\$ 53.32	163,600	D
Common shares without par value	10/24/2011	S	1,200	D	\$ 53.325	162,400	D
Common shares without par value	10/24/2011	S	3,800	D	\$ 53.33	158,600	D
Common shares without par value	10/24/2011	S	900	D	\$ 53.335	157,700	D
Common shares without par value	10/24/2011	S	100	D	\$ 53.339	157,600	D
Common shares without par value	10/24/2011	S	4,047	D	\$ 53.34	153,553	D
Common shares without par value	10/24/2011	S	2,475	D	\$ 53.35	151,078	D
Common shares without par value	10/24/2011	S	1,700	D	\$ 53.36	149,378	D
Common shares without par value	10/24/2011	S	200	D	\$ 53.37	149,178	D
	10/24/2011	S	200	D	\$ 53.38	148,978	D

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Common shares without par value							
Common shares without par value	10/24/2011	S	1,945	D	\$ 53.39	147,033	D
Common shares without par value	10/24/2011	S	1,500	D	\$ 53.395	145,533	D
Common shares without par value	10/24/2011	S	2,400	D	\$ 53.4	143,133	D
Common shares without par value	10/24/2011	S	400	D	\$ 53.405	142,733	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽¹⁾	\$ 21.92	10/24/2011		M	98,470	02/25/2009 07/29/2012	Common shares	98,470	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAZZO JAMES V 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for James V. Mazzo

10/26/2011

____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).
Employee stock option received pursuant to the Agreement and Plan of Merger dated January 11, 2009, by and among Abbott Laboratories, Rainforest Acquisition Inc. and Advanced Medical Optics, Inc. in exchange for an employee stock option to acquire 240,000 shares of Advanced Medical Optics, Inc. common stock for \$8.99 per share.

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1(c). Form 1 of 3.

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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