

ABBOTT LABORATORIES
Form 4
February 25, 2014

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 *
FREYMAN THOMAS 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)

02/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common shares without par value | 02/21/2014 | | A | (A) or (D) Code V Amount (D) Price 32,746 (1) | \$ 0 341,970 | D | |
| Common shares without par value | | | | | 1,076 (2) | I | Profit Sharing Trust |
| Common shares without par value | | | | | 4,000 (3) | I | Annette Newton-Freyman 1994 Trust |

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| | | | |
|---------------------------------|-----------------------|---|---|
| Common shares without par value | 76,000 ⁽⁴⁾ | I | Annette Newton-Freyman 2012 Irrevocable Trust |
| Common shares without par value | 76,000 ⁽⁵⁾ | I | Thomas C. Freyman 2012 Irrevocable Trust |
| Common shares without par value | 1,941 ⁽⁶⁾ | I | By spouse as trustee for son |
| Common shares without par value | 1,941 ⁽⁶⁾ | I | By spouse as trustee for son |

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 of Number of Shares |
| Option (right to buy) ⁽⁷⁾ | \$ 39.12 | 02/21/2014 | | A | 200,477 | 02/21/2015 02/20/2024 | Common shares 200,477 |

Reporting Owners

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

Signatures

John A. Berry, by power of attorney for Thomas C.
Freyman

02/25/2014

__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 21, 2014.
 - (3) Held in the Annette Newton-Freyman 1994 Trust. The reporting person's spouse is trustee of the trust. The trust is revocable by his spouse. The reporting person disclaims beneficial ownership of these securities.
 - (4) Held in the Annette Newton-Freyman 2012 Irrevocable Trust. The reporting person is trustee of the trust. The trust is irrevocable. The reporting person disclaims beneficial ownership of these securities.
 - (5) Held in the Thomas C. Freyman 2012 Irrevocable Trust. The reporting person's spouse is trustee of the trust. The trust is irrevocable.
 - (6) These shares are held in an irrevocable trust for the benefit of the reporting person's son. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities.
- Employee stock option granted pursuant to the Abbott Laboratories 2009 Incentive Stock Program in a transaction exempt from Section
- (7) 16 under Rule 16b-3. The option becomes exercisable in annual increments of 66,826 on 2/21/2015, 66,825 on 2/21/2016, and 66,826 on 2/21/2017.

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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