

MAZZO JAMES V
Form 4
March 02, 2009

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 *
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)

02/26/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common shares without par value | 02/26/2008 | | A | | 20,000 (1) \$ 0 20,000 | D | |
| Common shares without par value | 02/26/2008 | | A | | 30,000 (2) \$ 0 50,000 | D | |

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 Number of Shares |
| Option (right to buy) ⁽³⁾ | \$ 21.92 | 02/26/2009 | | A | 98,470 | 02/26/2009 07/29/2012 | Common Shares 98,470 |
| Option (right to buy) ⁽⁴⁾ | \$ 33.76 | 02/26/2009 | | A | 49,235 | 02/26/2009 04/29/2013 | Common Shares 49,235 |
| Option (right to buy) ⁽⁵⁾ | \$ 82.19 | 02/26/2009 | | A | 82,058 | 02/26/2009 05/20/2014 | Common Shares 82,058 |
| Option (right to buy) ⁽⁶⁾ | \$ 93.11 | 02/26/2009 | | A | 75,904 | 02/26/2009 05/26/2015 | Common Shares 75,904 |
| Option (right to buy) ⁽⁷⁾ | \$ 55.92 | 02/26/2009 | | A | 133,838 | 02/26/2009 05/29/2018 | Common Shares 133,838 |

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 03/02/2009

**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) These shares represent non-performance vested restricted stock awards under the Abbott Laboratories 1996 Incentive Stock Program subject to an 18-month cliff vesting period.

(2) These shares represent non-performance vested restricted stock awards under the Abbott Laboratories 1996 Incentive Stock Program. The awards have a 3-year term, with no more than 1/3 of the award vesting in any one year and include the right to have stock withheld for tax purposes.

(3) Fully vested 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. (the "Merger Agreement") in exchange for an employee stock option to acquire 240,000 shares of Advanced Medical Optics, Inc. common stock for \$8.99 per share.

(4) Fully vested employee stock option received pursuant to the Merger Agreement in exchange for an employee stock option to acquire 120,000 shares of Advanced Medical Optics, Inc. common stock for \$13.85 per share.

(5) Fully vested employee stock option received pursuant to the Merger Agreement in exchange for an employee stock option to acquire 200,000 shares of Advanced Medical Optics, Inc. common stock for \$33.72 per share.

(6) Fully vested employee stock option received pursuant to the Merger Agreement in exchange for an employee stock option to acquire 185,000 shares of Advanced Medical Optics, Inc. common stock for \$38.20 per share.

(7) Fully vested employee stock option received pursuant to the Merger Agreement in exchange for an employee stock option to acquire 326,200 shares of Advanced Medical Optics, Inc. common stock for \$22.94 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.