

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 1)

SuperGen, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

637184 10 - 8

(CUSIP Number)

Jose M. de Lasa
Senior Vice President, Secretary
and General Counsel
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400
(847) 937-8905

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

January 12, 2000

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /

1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 Abbott Laboratories (# 36-0698440)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Illinois

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 25,701,249 shares of Common Stock
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 25,701,249 shares of Common Stock
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 25,701,249 shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 49%

14 TYPE OF REPORTING PERSON
 CO

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 (this "Amendment") amends the Schedule 13D filed by Abbott Laboratories, an Illinois corporation ("Abbott") on January 5, 2000 (the "Original Schedule 13D") with respect to shares of Common Stock, par value \$0.001 per share, of SuperGen, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 2 Annabel Lane, Suite 220, San Ramon, California 94583. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings assigned to those terms in the Original Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c) This statement is being filed by Abbott. Abbott's principal offices are located at 100 Abbott Park Road, Abbott Park, Illinois 60064. Abbott's principal business is the discovery, development, manufacture and sale of a broad and diversified line of health care products and services. The names, business addresses and principal occupation or employment (and the name, principal business and address of any corporation or other organization in which such employment is conducted) of each of the persons specified by Instruction C of the Schedule 13D are set forth on Schedule 1 hereto.

(d) - (e) To the knowledge of Abbott, neither Abbott nor any of the persons specified in Schedule 1 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) See (a) - (c) above.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Pursuant to the Common Stock and Option Purchase Agreement made as of December 21, 1999, between the Issuer and Abbott (the "Equity Agreement"), Abbott purchased 933,394 shares (the "Shares") of the common stock, par value \$0.001 per share (the "Common Stock") of the Issuer for a total purchase price of \$26,500,000 on January 12, 2000. The source of the funds used to purchase the Shares was the working capital of Abbott.

ITEM 4. PURPOSE OF THE TRANSACTION

Abbott acquired the Shares as an investment and in connection with its business alliance with the Issuer. As previously disclosed in the Original Schedule 13D, on December 21, 1999, the Issuer and Abbott executed the Equity Agreement and a Worldwide Sales, Distribution, and Development Agreement (the "Worldwide Agreement"). Under the terms of the Equity Agreement and the Worldwide Agreement, Abbott agreed to make an initial equity investment in the Issuer worth \$26,500,000. Additional equity investments, cash milestones and option exercises are contemplated over the life of the agreements.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Abbott may be deemed to be the beneficial owner of 24,767,855 shares of Common Stock which currently are subject to the Option disclosed in the Original Schedule 13D as well as the Shares. Upon exercise of the Option, the shares covered by the Option together with the Shares would represent 49% of the total outstanding shares of Common Stock.

(b) After exercising the Option and at such time as any additional shareholder approval is obtained for the issuance of the shares subject to the Option, Abbott will have the sole power to vote and to dispose of the 24,767,855 shares of Common Stock subject to the Option. Abbott currently has the sole power to vote and to dispose of the Shares.

(c) Other than the execution of the Equity Agreement on December 21, 1999, and the purchase of the Shares on January 12, 2000, Abbott has not effected any transactions in the Common Stock in the past 60 days.

(d) - (e) Not applicable.

SCHEDULE 1

Information Concerning Executive Officers and
Directors of Abbott Laboratories

The current corporate officers and directors of Abbott Laboratories are listed below. The address of Abbott Laboratories is: Abbott Laboratories, 100 Abbott Park Road, Abbott Park, Illinois 60064-6400. Abbott Laboratories does not consider all of its corporate officers to be executive officers as defined by the Securities Exchange Act of 1934 or Releases thereunder. Unless otherwise indicated, all positions set forth below opposite an individual's name refer to positions within Abbott Laboratories, and the business address listed for each individual not principally employed by Abbott Laboratories is also the address of the corporation or other organization which principally employs that individual.

NAME	POSITION/PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS	CITIZENSHIP
CORPORATE OFFICERS		
Miles D. White (1)	Chairman of the Board and Chief Executive Officer	U.S.A.
Robert L. Parkinson, Jr.(1)	President and Chief Operating Officer	U.S.A.
Joy A. Amundson (1)	Senior Vice President, Ross Products	U.S.A.
Chistopher B. Begley (1)	Senior Vice President, Chemical & Agricultural Products	U.S.A.
Thomas D. Brown (1)	Senior Vice President, Diagnostic Operations	U.S.A.
Gary P. Coughlan (1)	Senior Vice President, Finance and Chief Financial Officer	U.S.A.
Jose M. de Lasa (1)	Senior Vice President, Secretary and General Counsel	U.S.A.
William G. Dempsey (1)	Senior Vice President, International Operations	U.S.A.

CORPORATE OFFICERS

CONTINUED

Richard A. Gonzalez (1)	Senior Vice President, Hospital Products	U.S.A.
Arthur J. Higgins (1)	Senior Vice President, Pharmaceutical Operations	United Kingdom
Thomas M. Wascoe (1)	Senior Vice President, Human Resources	U.S.A.
Catherine V. Babington	Vice President, Investor Relations and Public Affairs	U.S.A.
Patrick J. Balthrop	Vice President, Diagnostic Commercial Operations	U.S.A.
Mark E. Barmak	Vice President, Government Affairs	U.S.A.
Michael G. Beatrice	Vice President, Corporate Regulatory and Quality Science	U.S.A.
Christopher A. Bleck	Vice President, Pediatrics, Ross Products	U.S.A.
Douglas C. Bryant	Vice President, Diagnostic Operations, Asia and Pacific	U.S.A.
Gary R. Byers	Vice President, Internal Audit	U.S.A.
Thomas F. Chen	Vice President, Pacific, Asia, and Africa Operations	U.S.A.
Edward J. Fiorentino	Vice President, Pharmaceutical Products, Marketing and Sales	U.S.A.
Gary L. Flynn (1)	Vice President and Controller	U.S.A.
Thomas C. Freyman	Vice President, Hospital Products Controller	U.S.A.

CORPORATE OFFICERS

CONTINUED

Stephen R. Fussell	Vice President, Compensation and Development	U.S.A.
David B. Goffredo	Vice President, European Operations	U.S.A.
Robert B. Hance	Vice President, Diagnostic Operations, Europe, Africa and Middle East	U.S.A.
Guillermo A. Herrera	Vice President, Latin America and Canada Operations	Colombia
James J. Koziarz	Vice President, Diagnostic Products Research and Development	U.S.A.
Elaine R. Leavenworth	Vice President, Abbott HealthSystems	U.S.A.
John M. Leonard	Vice President, Pharmaceutical Development	U.S.A.
Greg W. Linder	Vice President and Treasurer	U.S.A.
John F. Lussen	Vice President, Taxes	U.S.A.
Edward L. Michael	Vice President, Diagnostic Assays and Systems	U.S.A.
Karen L. Miller	Vice President, Information Technology	U.S.A.
Daniel W. Norbeck	Vice President, Pharmaceutical Discovery	U.S.A.
Edward A. Ogunro	Vice President, Hospital Products Research and Development	U.S.A.
William H. Stadlander	Vice President, Ross Medical Nutritional Products	U.S.A.
Marcia A. Thomas	Vice President, Diagnostic Quality Assurance and Regulatory Affairs and Compliance	U.S.A.
Steven J. Weger, Jr.	Vice President, Corporate Planning and Development	U.S.A.
Susan M. Widner	Vice President, Diagnostic Operations, U.S. and Canada	U.S.A.
Lance B. Wyatt	Vice President, Corporate Engineering	U.S.A.

NAME	POSITION/PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS	CITIZENSHIP
DIRECTORS		
- - - - - H. Laurance Fuller	Co-Chairman of the Board BP Amoco, p.l.c. c/o Primary Business Center 1111 E. Warrenville Road Suite 257 Naperville, Illinois 60563 (integrated petroleum and chemicals company)	U.S.A.
David A. Jones U.S.A.	Chairman of the Board Humana Inc. 500 W. Main Street Humana Building Louisville, Kentucky 40201 (health plan business)	U.S.A.
Jeffrey M. Leiden, M.D., Ph.D.	Elkan R. Blout Professor of Biological Sciences, Harvard School of Public Health, Professor of Medicine, Harvard Medical School Laboratory of Cardiovascular Biology 677 Huntington Avenue, Building II Room 117 Boston, Massachusetts 02115	U.S.A.
The Rt. Hon. Lord Owen CH	Physician, Politician, and Businessman 78 Narrow Street Limehouse, London, E14 8BP, England	United Kingdom
Robert L. Parkinson, Jr.	Officer of Abbott	U.S.A.
Boone Powell, Jr.	President and Chief Executive Officer Baylor Health Care System and Baylor University Medical Center 3500 Gaston Avenue Dallas, Texas 75246	U.S.A.

DIRECTORS

CONTINUED

Addison Barry Rand	Chairman and Chief Executive Officer Avis Rent A Car, Inc. 900 Old Country Road Garden City, New York 11530 (car rental business)	U.S.A.
W. Ann Reynolds, Ph.D.	President The University of Alabama at Birmingham Office of the President Suite 1070 Administration Building 701 S. 20th Street Birmingham, Alabama 35294-0110	U.S.A.
Roy S. Roberts	Vice President and Group Executive North American Vehicle Sales, Service and Marketing General Motors Corporation 200 Renaissance Center Mail Code 482-B33-B82 Detroit, Michigan 48265 (manufacturer of motor vehicles)	U.S.A.
William D. Smithburg	Retired Chairman, President and Chief Executive Officer The Quaker Oats Company 676 N. Michigan Avenue Chicago, Illinois 60611 (worldwide food manufacturer and marketer of beverages and grain-based products)	U.S.A.
John R. Walter	Chairman, Manpower Inc. 5301 North Ironwood Road Milwaukee, Wisconsin 53217 (employment services organization)	U.S.A.
William L. Weiss	Chairman Emeritus, Ameritech Corporation One First National Plaza Suite 2530C Chicago, Illinois 60603-2006 (telecommunications company)	U.S.A.

Miles D. White

Officer of Abbott

U.S.A.

(1) Pursuant to Item 401(b) of Regulation S-K Abbott has identified these persons as "executive officers" within the meaning of Item 401(b).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2000

ABBOTT LABORATORIES

By: /s/ Gary P. Coughlan

Name: Gary P. Coughlan

Title: Senior Vice President, Finance
and Chief Financial Officer