

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1) \*

Micro Therapeutics, Inc.

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(Name of Issuer)

Common Stock, par value \$0.001 per share

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(Title of Class of Securities)

59500W100

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(CUSIP Number)

Jose M. de Lasa, 100 Abbott Park Road  
Abbott Park, Illinois 60064-3500; Phone 847 937 8905

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

May 21, 1999

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(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(b)(3) or (4), check the following box [  ].

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies should be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Abbott Laboratories  
IRS Identification No. 36-0698440

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

3) SEC USE ONLY

4) SOURCE OF FUNDS

OO (see Item 3 below)

5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 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 962,628
	(8)	SHARED VOTING POWER 0
	(9)	SOLE DISPOSITIVE POWER 962,628
	(10)	SHARED DISPOSITIVE POWER 0

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

962,628

12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]

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

12.4% (see Item 5 below)

14) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

The following information amends and supplements the Schedule 13D filed on September 1, 1998 (the "Schedule 13D").

ITEM 1. SECURITY AND ISSUER

This statement relates to shares of the common stock, par value \$0.001 per share (the "Common Stock"), of Micro Therapeutics, Inc., a Delaware corporation (the "Issuer"), whose principal executive offices are located at 2 Goodyear, Irvine, California 92618.

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c), and (f) The person filing this statement is Abbott Laboratories ("Abbott"), an Illinois corporation. Abbott's principal business is the discovery, development, manufacture, and sale of a broad and diversified line of health care products and services. Abbott's principal office is located at 100 Abbott Park Road, Abbott Park, Illinois 60064-3500.

The names, citizenship, business addresses, present principal occupation or employment and the name, and the principal business and address of any corporation or other organization in which such employment is conducted of the directors and executive officers of Abbott are as set forth in Exhibit 1 hereto and incorporated herein by this reference.

(d) and (e) Neither Abbott, nor to the best of its knowledge, any person listed on Exhibit 1 has during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) 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.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Abbott acquired 962,628 shares of Common Stock (the "Shares") upon conversion of two five-year convertible subordinated notes: a 5% Convertible Subordinated Note, dated August 19, 1998; and a 5% Credit Facility Note, dated November 9, 1998 (the "Credit Facility Note"). These two notes evidenced two loans, each of \$5,000,000, that Abbott made to the Issuer. The two notes are described in greater detail in Item 6 of the Schedule 13D. The source of funds for the two loans came from Abbott's general assets.

ITEM 4. PURPOSE OF THE ACQUISITION

Abbott acquired the Shares as an investment and in connection with its distribution alliance with the Issuer.

Abbott intends to monitor its interests in the Issuer on an ongoing basis and to take such measures as it deems appropriate from time to time in furtherance of such interests. Abbott may from time to time acquire additional shares of Common Stock, dispose of some or all of the shares of Common Stock then beneficially owned by it, discuss the Issuer's business, operations, or other affairs with the Issuer's management, board of directors, shareholders or others or take such other actions as Abbott may deem appropriate. Notwithstanding the foregoing, except as described in this Item 4 and in Item 6, Abbott has no present plan or proposal which relate to or would result in any of the matters referred to in Items (a) through (j) of Item 4 of Schedule 13D of the Securities and Exchange Commission. Abbott does, however, reserve the right to adopt such plans or proposals subject to compliance with applicable regulatory requirements.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Abbott is the beneficial owner of the Shares, representing approximately 12.4% of the outstanding shares of the Common Stock. The calculation of the foregoing percentage is based on the number of shares of Common Stock shown as being outstanding on the Form 10-QSB Quarterly Report filed by the Issuer with the Securities and Exchange Commission for the quarter ended March 31, 1999.

(b) Abbott will have sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of the Shares.

(c) Except as described herein, there have been no transactions by Abbott or the persons whose names are listed on Exhibit 1 in securities of the Issuer during the past sixty days.

(d) No one other than Abbott is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from a sale of, the Shares.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The summaries of certain terms of the following agreements do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the agreements and reference is made to the full text of such agreements which are filed as exhibits to this Statement and are incorporated herein by reference.

Abbott and the Issuer have entered into (i) an Amendment to Convertible Subordinated Note Agreement and Security Agreement, dated May 21, 1999 (the "Amendment") and (ii) a Termination of Credit Agreement and Security Agreement, dated May 21, 1999 (the "Termination"). Abbott grants the Issuer an option under which the Issuer may require Abbott to purchase up to \$3,000,000 shares of Common Stock at \$12 per Share. The option is effective for 90 days beginning in late July, 1999. The Amendment amends the Convertible Subordinated Note Agreement and the Credit Agreement, both dated August 12, 1998, by reducing the conversion price stated in the respective agreements. It also grants the Issuer the right to convert the Credit Facility Note at the reduced conversion price. The Termination terminates: (i) the Credit Agreement; and (ii) the Security Agreement, dated August 12, 1998. The agreement is described in greater detail in Item 6 of the Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit 1 - Information Concerning Executive Officers and Directors of Abbott Laboratories.
- Exhibit 2 - Amendment to Convertible Subordinated Note Agreement and Security Agreement, dated as of May 21, 1999.
- Exhibit 3 - Termination of Credit Agreement and Security Agreement, dated as of May 21, 1999.

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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.

Abbott Laboratories

DATED: June 1, 1999

By: /s/ Gary P. Coughlan

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Gary P. Coughlan, Senior Vice President,  
Finance and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
1	Information Concerning Executive Officers and Directors of Abbott Laboratories.
2	Amendment to Convertible Subordinated Note Agreement and Security Agreement, dated as of May 21, 1999.
3	Termination of Credit Agreement and Security Agreement, dated as of May 21, 1999.

Exhibit 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 60064-3500. 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, Chief Operating Officer and Director	U.S.A.
Joy A. Amundson(1)	Senior Vice President, Ross 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, Chemical and Agricultural Products	U.S.A.
Richard A. Gonzalez(1)	Senior Vice President, Hospital Products	U.S.A.
Arthur J. Higgins(1)	Senior Vice President, Pharmaceutical Operations	United Kingdom

CORPORATE OFFICERS  
CONTINUED

Thomas M. Wascoe(1)	Senior Vice President, Human Resources	U.S.A.
Josef Wendler(1)	Senior Vice President, International Operations	Germany
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, Litigation and Government Affairs	U.S.A.
Christopher B. Begley	Vice President, Abbott Health Systems	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.
Kenneth W. Farmer	Vice President, Management Information Services and Administration	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 and Controller, Hospital Products	U.S.A.
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, Ph.D.	Vice President, Diagnostic Products Research and Development	U.S.A.
John M. Leonard	Vice President, Pharmaceutical Development	U.S.A.

CORPORATE OFFICERS  
CONTINUED

Greg 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.
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, Quality Assurance and Regulatory Affairs	U.S.A.
Steven J. Weger	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.

(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).

NAME	POSITION/PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT AND BUSINESS ADDRESS	CITIZENSHIP
DIRECTORS		
H. Laurance Fuller	Co-Chairman, BP Amoco, p.l.c. 200 East Randolph Drive Mail Code 3000 Chicago, Illinois 60601	U.S.A.
David A. Jones	Chairman of the Board Humana Inc. 500 W. Main Street Humana Building Louisville, Kentucky 40202	U.S.A.
Jeffrey M. Leiden	Professor of Medicine and Pathology University of Chicago Medical School 5841 South Maryland Avenue Chicago, Illinois 60637	U.S.A.
The Rt. Hon. the Lord Owen CH	Physician, Politician, and Businessman House of Lords Westminster, London SW1A 0PW, England	United Kingdom
Robert L. Parkinson	Officer of Abbott	U.S.A.
Boone Powell, Jr.	President and Chief Executive Officer Baylor Health Care System and Baylor University Medical Center, Vice President, Baylor University 3500 Gaston Avenue Dallas, Texas 75246	U.S.A.

DIRECTORS - CONTINUED

Addison Barry Rand	Former Executive Vice President Xerox Corporation 800 Long Ridge Road Stamford, Connecticut 06904-1600	U.S.A.
Dr. W. Ann Reynolds	President The University of Alabama at Birmingham 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 100 Renaissance Center Mail Code 482-A30-D10 Detroit, Michigan 48243	U.S.A.
William D. Smithburg	Retired Chairman, President and Chief Executive Officer The Quaker Oats Company 676 N. Michigan Avenue Suite 3860  Chicago, Illinois 60611	U.S.A.
John R. Walter	Retired Chairman, President and Chief Executive Officer AT & T Corporation 401 North Ahwahnee Road Lake Forest, Illinois 60045	U.S.A.
William L. Weiss	Chairman Emeritus, Ameritech Corporation One First National Plaza Suite 2530C Chicago, Illinois 60603-2006	U.S.A.
Miles D. White	Officer of Abbott	U.S.A.

EXHIBIT 2

AMENDMENT TO  
CONVERTIBLE SUBORDINATED NOTE AGREEMENT  
AND  
CREDIT AGREEMENT

This Amendment To Convertible Subordinated Note Agreement and Credit Agreement, each dated August 12, 1998, by and between Abbott Laboratories, an Illinois corporation ("Abbott"), and Micro Therapeutics, Inc., a Delaware corporation ("MTI"), is dated this 21st day of May 1999.

RECITALS

A. MTI and Abbott entered into that certain Convertible Subordinated Note Agreement, dated August 12, 1998, in which (i) MTI executed a 5% Convertible Subordinated Note, due August 19, 2003 in the principal amount of \$5 million, convertible into shares of the Common Stock of MTI at \$13.00 per share (the "First Note"), and (ii) Abbott and MTI entered into that certain Credit Agreement dated August 12, 1998, in which Abbott agreed to loan, and has since loaned, \$5 million to MTI pursuant to a 5% Convertible Credit Facility Note dated November 9, 1998, convertible into shares of the Common Stock of MTI at \$15.00 per share (the "Second Note" and with the First Note, the "Notes").

B. Abbott and MTI wish to reduce the conversion price of each of the Notes and Abbott shall then convert the First Note and shall permit MTI to cause the conversion of the Second Note, all into shares of Common Stock of MTI concurrently with this Amendment.

NOW, THEREFORE, the parties agree as follows:

1. AMENDMENT TO CONVERSION PRICES. The Conversion Price described in Section 3.1 of the Credit Agreement is hereby reduced to (i) \$8.640625 per share of MTI's Common Stock for \$4,000,000 principal amount, and (ii) \$12.00 per share of MTI's Common Stock for \$1,000,000 principal amount (the "Adjusted Price"). The Conversion Price described in Section 11 of the Convertible Subordinated Note Agreement is hereby reduced to \$12.00 per share of MTI's Common Stock. The total number of shares to be acquired upon conversion of the amount represented by the Notes shall be 962,628 shares.

2. AMENDMENT TO MTI RIGHT TO CONVERT SECOND NOTE. Section 3.1(b) of the Credit Agreement is hereby amended to provide that, concurrently with this Amendment and notwithstanding any provision to the contrary, MTI may convert the Second Note at the Adjusted Price.

3. CONDITION. As a condition to the completion of this Amendment to Convertible Subordinated Note Agreement and Credit Agreement, MTI and Abbott shall execute and deliver that certain Termination of Credit Agreement and Security Agreement dated the date hereof.

4. FORCE AND EFFECT. Except as amended herein, the Notes shall remain in full force and effect.

5. EXECUTION IN COUNTERPARTS. This Agreement may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute a single instrument.

IN WITNESS WHEREOF, MTI and Abbott have caused this Amendment to be executed by duly authorized officers of such corporations.

ABBOTT LABORATORIES,  
an Illinois corporation

By: \_\_\_\_\_

Its: \_\_\_\_\_

MICRO THERAPEUTICS, INC.,  
a Delaware corporation

By: \_\_\_\_\_

Its: \_\_\_\_\_

EXHIBIT 3

TERMINATION OF  
CREDIT AGREEMENT  
AND  
SECURITY AGREEMENT

This Termination of Credit Agreement and Security Agreement, each dated August 12, 1998 by and between Abbott Laboratories, an Illinois corporation ("Abbott"), and Micro Therapeutics, Inc., a Delaware corporation ("MTI"), is dated this 21st day of May 1999.

RECITALS

A. MTI and Abbott entered into that certain Convertible Subordinated Note Agreement, dated August 12, 1998, in which (i) MTI executed a 5% Convertible Subordinated Note, due August 19, 2003 in the principal amount of \$5 million, convertible into shares of the Common Stock of MTI (the "First Note"), and (ii) Abbott and MTI entered into that certain Credit Agreement, dated August 12, 1998 (the "Credit Agreement"), in which Abbott agreed to loan, and has since loaned, \$5 million to MTI pursuant to a 5% Convertible Credit Facility Note dated November 9, 1998, convertible into shares of the Common Stock of MTI (the "Second Note" and with the First Note, the "Notes").

B. In connection with the execution and delivery of the First Note and to secure the obligations of MTI to Abbott pursuant to the Credit Agreement, MTI and Abbott executed a Security Agreement, dated August 12, 1998 (the "Security Agreement").

C. Abbott and MTI have agreed to cause the conversion of the Notes and wish to terminate the Credit Agreement and the Security Agreement concurrent with such conversion.

NOW, THEREFORE, the parties agree as follows:

1. TERMINATION OF CREDIT AGREEMENT AND SECURITY AGREEMENT. The Credit Agreement and the Security Agreement shall hereby terminate and be of no force or effect upon the conversion of the Notes including the receipt by Abbott of the number of shares of Common Stock of MTI to which Abbott is entitled pursuant to the Notes (the "Conversion Certificates").

2. EXECUTION AND FILING OF TERMINATION STATEMENT. Upon receipt of the Conversion Certificates, Abbott shall execute and deliver to MTI for filing a Termination Statement on Form UCC-2 for the purpose of terminating the filed Financing Statement evidencing Abbott's security interest in certain assets of MTI pursuant to the Credit

Agreement.

3. CONVERSION. Abbott shall convert the First Note pursuant to a delivery of a Notice of Conversion, a further copy of which is attached hereto, and MTI shall convert the Second Note, pursuant to a Notice of Conversion, a further copy of which is attached hereto.

4. MTI REPRESENTATION AND COVENANT. MTI represents, warrants and covenants to Abbott that (i) the transactions contemplated by the letter dated April 30, 1999 (the "Letter"), from Sean E. Murphy, Divisional Vice President, Hospital Products Division of Abbott, addressed to Harold A. Hurwitz, Chief Financial Officer of MTI, have been approved by the Board of Directors of MTI, and (ii) in consideration of the conversion of the Notes, MTI will not cause Abbott to purchase additional shares of MTI Common Stock contemplated by the Letter (the "MTI Put") to the extent that the exercise of the MTI Put will cause Abbott to become the record holder of more than 14.9% of the outstanding voting stock of MTI, unless the purchase of such shares have been approved by the Board of Directors of MTI prior to the date of such MTI Put for the purpose of Section 203 of the Delaware General Corporation Law, such that at the date of the MTI Put, neither Abbott nor any of Abbott's affiliates will be subject to the restrictions set forth in said Section 203 with respect to MTI. A certified copy of the resolution or consent evidencing the approval called for above will be provided to Abbott prior to MTI exercising the MTI Put, causing Abbott to become the record holder of more than 14.9% of the outstanding voting stock of MTI.

5. EXECUTION IN COUNTERPARTS. This Agreement may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute a single instrument.

IN WITNESS WHEREOF, MTI and Abbott have caused this Termination to be executed by duly authorized officers of such corporations.

ABBOTT LABORATORIES,  
an Illinois corporation

By: \_\_\_\_\_

Its: \_\_\_\_\_

MICRO THERAPEUTICS, INC.,  
a Delaware corporation

By: \_\_\_\_\_

Its: \_\_\_\_\_