

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 1-2189

ABBOTT LABORATORIES

An Illinois Corporation

I.R.S. Employer Identification No.
36-0698440

100 Abbott Park Road
Abbott Park, Illinois 60064-6400

Telephone: (847) 937-6100

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of March 31, 2014, Abbott Laboratories had 1,501,938,538 common shares without par value outstanding.

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Abbott Laboratories and Subsidiaries
 Condensed Consolidated Statement of Earnings
 (Unaudited)
(dollars in millions except per share data; shares in thousands)

	Three Months Ended March 31	
	2014	2013
Net sales	\$ 5,244	\$ 5,378
Cost of products sold, excluding amortization of intangible assets	2,470	2,432
Amortization of intangible assets	174	199
Research and development	387	346
Selling, general and administrative	1,762	1,786
Total operating cost and expenses	4,793	4,763
Operating earnings	451	615
Interest expense	39	41
Interest (income)	(16)	(15)
Net foreign exchange loss (gain)	2	29
Other (income) expense, net	3	6
Earnings from continuing operations before taxes	423	554
Taxes on earnings from continuing operations	84	10
Earnings from continuing operations	339	544
Earnings from discontinued operations, net of tax	36	—
Net Earnings	\$ 375	\$ 544
Basic Earnings Per Common Share —		
Continuing operations	\$ 0.22	\$ 0.35
Discontinued operations	0.02	—
Net earnings	\$ 0.24	\$ 0.35
Diluted Earnings Per Common Share —		
Continuing operations	\$ 0.22	\$ 0.34
Discontinued operations	0.02	—
Net earnings	\$ 0.24	\$ 0.34
Cash Dividends Declared Per Common Share	\$ 0.22	\$ 0.14
Average Number of Common Shares Outstanding Used for Basic Earnings Per Common Share	1,532,810	1,568,730
Dilutive Common Stock Options and Awards	14,881	17,288
Average Number of Common Shares Outstanding Plus Dilutive Common Stock Options and Awards	1,547,691	1,586,018
Outstanding Common Stock Options Having No Dilutive Effect	4,421	5,518

The accompanying notes to condensed consolidated financial statements are an integral part of this statement.

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Abbott Laboratories and Subsidiaries
Condensed Consolidated Statement of Comprehensive Income
(Unaudited)
(dollars in millions)

	Three Months Ended March 31	
	2014	2013
Net earnings	\$ 375	\$ 544
Less: Earnings from discontinued operations	36	—
Earnings from continuing operations	339	544
Foreign currency translation (loss) gain adjustments	62	(391)
Net actuarial gains (losses) and amortization of net actuarial (losses) and prior service (cost) and credits, net of taxes of \$8 in 2014 and \$(26) in 2013	16	(41)
Unrealized gains on marketable equity securities, net of taxes of \$0 in 2014 and 2013	—	1
Net adjustments for derivative instruments designated as cash flow hedges, net of taxes of \$0 in 2014 and \$(5) in 2013	—	(21)
Other comprehensive income (loss) from continuing operations	78	(452)
Comprehensive income from continuing operations	417	92
Comprehensive income from discontinued operations	36	—
Comprehensive Income	\$ 453	\$ 92
	March 31, 2014	December 31, 2013
Supplemental Accumulated Other Comprehensive Income (Loss) Information, net of tax:		
Cumulative foreign currency translation (loss) adjustments	\$ (656)	\$ (718)
Net actuarial (losses) and prior service (cost) and credits	(1,296)	(1,312)
Cumulative unrealized gains on marketable equity securities	13	13
Cumulative gains on derivative instruments designated as cash flow hedges	5	5

The accompanying notes to condensed consolidated financial statements are an integral part of this statement.

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Abbott Laboratories and Subsidiaries
Condensed Consolidated Balance Sheet
(Unaudited)
(dollars in millions)

	March 31, 2014	December 31, 2013
Assets		
Current Assets:		
Cash and cash equivalents	\$ 2,060	\$ 3,475
Investments, primarily bank time deposits and U.S. treasury bills	4,987	4,623
Trade receivables, less allowances of \$324 in 2014 and \$312 in 2013	3,883	3,986
Inventories:		
Finished products	1,921	1,866
Work in process	322	349
Materials	532	478
Total inventories	2,775	2,693
Prepaid expenses, deferred income taxes, and other receivables	3,977	4,032
Current assets held for disposition	249	438
Total Current Assets	17,931	19,247
Investments	122	119
Property and equipment, at cost	13,005	12,870
Less: accumulated depreciation and amortization	7,057	6,965
Net property and equipment	5,948	5,905
Intangible assets, net of amortization	5,613	5,735
Goodwill	9,781	9,772
Deferred income taxes and other assets	2,214	2,109
Non-current assets held for disposition	53	66
	\$ 41,662	\$ 42,953
Liabilities and Shareholders' Investment		
Current Liabilities:		
Short-term borrowings	\$ 4,370	\$ 3,164
Trade accounts payable	1,074	1,026
Salaries, wages and commissions	681	906
Other accrued liabilities	3,401	3,500
Dividends payable	331	341

Income taxes payable	152	175
Current portion of long-term debt	8	9
Current liabilities held for disposition	169	386
Total Current Liabilities	10,186	9,507
Long-term debt	3,387	3,388
Post-employment obligations, deferred income taxes and other long-term liabilities	4,599	4,784
Non-current liabilities held for disposition	1	7
Commitments and Contingencies		
Shareholders' Investment:		
Preferred shares, one dollar par value Authorized — 1,000,000 shares, none issued	—	—
Common shares, without par value Authorized - 2,400,000,000 shares		
Issued at stated capital amount - Shares: 2014: 1,689,594,829; 2013: 1,685,827,096	12,032	12,048
Common shares held in treasury, at cost - Shares: 2014: 187,656,291; 2013: 137,728,810	(8,713)	(6,844)
Earnings employed in the business	22,005	21,979
Accumulated other comprehensive income (loss)	(1,934)	(2,012)
Total Abbott Shareholders' Investment	23,390	25,171
Noncontrolling Interests in Subsidiaries	99	96
Total Shareholders' Investment	23,489	25,267
	\$ 41,662	\$ 42,953

The accompanying notes to condensed consolidated financial statements are an integral part of this statement.

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Abbott Laboratories and Subsidiaries
Condensed Consolidated Statement of Cash Flows
(Unaudited)
(dollars in millions)

	Three Months Ended March 31	
	2014	2013
Cash Flow From (Used in) Operating Activities:		
Net earnings	\$ 375	\$ 544
Adjustments to reconcile earnings to net cash from operating activities -		
Depreciation	224	222
Amortization of intangibles	174	199
Share-based compensation	119	126
Trade receivables	82	(10)
Inventories	(90)	(132)
Other, net	(548)	(489)
Net Cash From Operating Activities	336	460
Cash Flow From (Used in) Investing Activities:		
Acquisitions of property and equipment	(255)	(274)
Purchases of investment securities, net	(367)	(1,834)
Other	27	—
Net Cash (Used in) Investing Activities	(595)	(2,108)
Cash Flow From (Used in) Financing Activities:		
Proceeds from issuance of short-term debt and other	1,213	2,248
Transfer of cash and cash equivalents to AbbVie Inc.	—	(5,901)
Purchases of common shares	(2,192)	(925)
Proceeds from stock options exercised, including income tax benefit	170	69
Dividends paid	(343)	(224)
Net Cash (Used in) Financing Activities	(1,152)	(4,733)
Effect of exchange rate changes on cash and cash equivalents	(4)	(48)
Net Decrease in Cash and Cash Equivalents	(1,415)	(6,429)
Cash and Cash Equivalents, Beginning of Year	3,475	10,802
Cash and Cash Equivalents, End of Period	\$ 2,060	\$ 4,373

The accompanying notes to condensed consolidated financial statements are an integral part of this statement.

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(Unaudited)

Note 1 — Basis of Presentation

The accompanying unaudited, condensed consolidated financial statements have been prepared pursuant to rules and regulations of the Securities and Exchange Commission and, therefore, do not include all information and footnote disclosures normally included in audited financial statements. However, in the opinion of management, all adjustments (which include only normal adjustments) necessary to present fairly the results of operations, financial position and cash flows have been made. It is suggested that these statements be read in conjunction with the financial statements included in Abbott's Annual Report on Form 10-K for the year ended December 31, 2013. The consolidated financial statements include the accounts of the parent company and subsidiaries, after elimination of intercompany transactions.

Note 2 — Separation of AbbVie Inc.

On January 1, 2013, Abbott completed the separation of AbbVie Inc. (AbbVie), which was formed to hold Abbott's research-based proprietary pharmaceuticals business. Abbott and AbbVie entered into transitional services agreements prior to the separation pursuant to which Abbott and AbbVie are providing to each other, on an interim transitional basis, various services. Transition services may be provided for up to 24 months with an option for a one-year extension by the recipient. Services being provided by Abbott include certain information technology and back office support. Billings by Abbott under these transitional services agreements are recorded as a reduction of the costs to provide the respective service in the applicable expense category in the Condensed Consolidated Statement of Earnings. This transitional support will enable AbbVie to establish its stand-alone processes for various activities that were previously provided by Abbott and does not constitute significant continuing support of AbbVie's operations.

For a small portion of AbbVie's operations, the legal transfer of AbbVie's assets (net of liabilities) did not occur with the separation of AbbVie on January 1, 2013 due to the time required to transfer marketing authorizations and other regulatory requirements in each of these countries. Under the terms of the separation agreement with Abbott, AbbVie is subject to the risks and entitled to the benefits generated by these operations and assets. The majority of these operations were transferred to AbbVie in 2013 with the remainder expected to be transferred in 2014. These assets and liabilities have been presented as held for disposition in the Condensed Consolidated Balance Sheet. At March 31, 2014, the assets and liabilities held for disposition consist of trade accounts receivable of \$127 million, inventories of \$102 million, equipment of \$17 million, other assets of \$56 million, trade accounts payable and accrued liabilities of \$152 million and other liabilities of \$18 million. Abbott's obligation to transfer the net assets held for disposition to AbbVie of \$132 million is included in Other accrued liabilities.

Abbott has retained all liabilities for all U.S. federal and foreign income taxes on income prior to the separation, as well as certain non-income taxes attributable to AbbVie's business. AbbVie generally will be liable for all other taxes attributable to its business.

Earnings from discontinued operations in the first quarter of 2014 reflect the recognition of \$36 million of net tax benefits primarily as a result of the resolution of various tax positions related to AbbVie's operations for years prior to the separation.

Note 3 — Supplemental Financial Information

Shares of unvested restricted stock that contain non-forfeitable rights to dividends are treated as participating securities and are included in the computation of earnings per share under the two-class method. Under the two-class method, net earnings are allocated between common shares and participating securities. Earnings from Continuing Operations allocated to common shares for the three months ended March 31, 2014 and 2013 were \$337 million and \$541 million, respectively. Net earnings allocated to common shares for the three months ended March 31, 2014 and 2013 were \$373 million and \$541 million, respectively.

Other, net use of cash in Net cash from operating activities in the Condensed Consolidated Statement of Cash Flows for the first three months of 2014 and 2013 includes the effects of contributions to defined benefit plans of \$312 million and \$208 million, respectively, and to the post-employment medical and dental benefit plans of \$40 million in each quarter, as well as the non-cash impact in the first quarter of 2014 of approximately \$110 million of tax benefits from the resolution of various tax positions pertaining to prior years.

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The components of long-term investments as of March 31, 2014 and December 31, 2013 are as follows:

(dollars in millions)	March 31, 2014		December 31, 2013	
Equity securities	\$	91	\$	93
Other		31		26
Total	\$	122	\$	119

Note 4 — Other Comprehensive Income

The components of the changes in other comprehensive income from continuing operations, net of income taxes, are as follows:

(in millions)	Three Months Ended March 31															
	Cumulative Foreign Currency Translation Adjustments		Net Actuarial Losses and Prior Service Costs and Credits		Cumulative Unrealized Gains on Marketable Equity Securities		Cumulative Gains on Derivative Instruments Designated as Cash Flow Hedges									
	2014	2013	2014	2013	2014	2013	2014	2013								
Balance at December 31, 2013 and 2012	\$	(718)	\$	(79)	\$	(1,312)	\$	(3,596)	\$	13	\$	31	\$	5	\$	50

Separation of AbbVie (a)	—	(307)	—	1,451	—	—	—	9
Other comprehensive income before reclassifications	62	(391)	—	(69)	1	7	(1)	(18)
Amounts reclassified from accumulated other comprehensive income (a)	—	—	16	28	(1)	(6)	1	(3)
Net current period comprehensive income from continuing operations	62	(391)	16	(41)	—	1	—	(21)
Balance at March 31	<u>\$ (656)</u>	<u>\$ (777)</u>	<u>\$ (1,296)</u>	<u>\$ (2,186)</u>	<u>\$ 13</u>	<u>\$ 32</u>	<u>\$ 5</u>	<u>\$ 38</u>

(a) Prior year amounts have been appropriately revised to reflect a reclassification between Cumulative foreign currency translation adjustment and Net actuarial losses and prior service costs and credits.

(b) Reclassified amounts for foreign currency translation are recorded in the Condensed Consolidated Statement of Earnings as Net foreign exchange loss (gain); gains on marketable equity securities as Other (income) expense, net and cash flow hedges as Cost of products sold. Net actuarial losses and prior service cost is included as a component of net periodic benefit plan costs; see Note 11 for additional details.

Note 5 — Business Acquisitions

In August 2013, Abbott acquired 100 percent of IDEV Technologies, net of debt, for \$310 million, in cash. The acquisition of IDEV Technologies expands Abbott's endovascular portfolio. The final allocation of the fair value at the date of acquisition resulted in non-deductible acquired in-process research and development of approximately \$170 million which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation; non-deductible definite-lived intangible assets of approximately \$66 million; non-deductible goodwill of approximately \$112 million; and net deferred tax liabilities of \$47 million. Acquired intangible assets consist of developed technology and are being amortized over 11 years.

In August 2013, Abbott acquired 100 percent of OptiMedica for \$260 million, in cash, plus additional payments up to \$150 million to be made upon completion of certain development, regulatory and sales milestones. The acquisition of OptiMedica provides Abbott with an immediate entry point into the laser assisted cataract surgery market. The final allocation of the fair value at the date of acquisition resulted in non-deductible definite-lived intangible assets of approximately \$160 million; non-deductible acquired in-process research and development of approximately \$60 million which is accounted for as an indefinite-lived intangible asset until regulatory approval or discontinuation; non-deductible goodwill of approximately \$130 million; net deferred tax liabilities of \$49 million; and contingent consideration of approximately \$70 million. The fair value of the contingent consideration was determined based on an independent appraisal. Acquired intangible assets consist of developed technology and are being amortized over 18 years.

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Note 6 — Goodwill and Intangible Assets

The total amount of goodwill reported was \$9.781 billion at March 31, 2014 and \$9.772 billion at December 31, 2013. Foreign currency translation adjustments increased goodwill by approximately \$35 million, while purchase price allocation adjustments associated with recent acquisitions decreased goodwill by approximately \$26 million. The amount of goodwill related to reportable segments at March 31, 2014 was \$3.0 billion for the Established Pharmaceutical Products segment, \$286 million for the Nutritional Products segment, \$444 million for the Diagnostic Products segment, and \$3.1 billion for the Vascular Products segment. There was no reduction of goodwill relating to impairments.

The gross amount of amortizable intangible assets, primarily product rights and technology was \$12.4 billion as of March 31, 2014 and \$12.2 billion as of December 31, 2013, and accumulated amortization was \$6.9 billion as of March 31, 2014 and \$6.8 billion as of December 31, 2013. Indefinite-lived intangible assets, which relate to in-process research and development acquired in a business combination, was approximately \$114 million at March 31, 2014 and \$266 million at December 31, 2013. The change reflects the movement of an IDEV-related intangible asset, *Supera*, to amortizable assets due to the receipt of regulatory approval in the first quarter of 2014. Abbott's estimated annual amortization expense for intangible assets is approximately \$655 million in 2014, \$615 million in 2015, \$590 million in 2016, \$575 million in 2017 and \$500 million in 2018. Amortizable intangible assets are amortized over 2 to 20 years (weighted average 11 years).

Note 7 — Restructuring Plans

In the first quarter of 2014, Abbott management approved plans to streamline various operations in order to reduce costs and improve efficiencies in Abbott's vascular, diagnostics and nutritional businesses. Abbott recorded employee related severance and other charges of approximately \$80 million in 2014. Approximately \$17 million is recognized in Cost of products sold, \$41 million is recognized in Research and development and approximately \$22 million is recognized in Selling, general and administrative expense. The following summarizes the activity for these restructurings:

(in millions)	
Restructuring charges recorded in 2014	\$ 80
Payments and other adjustments	(4)
Accrued balance at March 31, 2014	<u>\$ 76</u>

In 2014 and 2013, Abbott management approved plans to reduce costs and improve efficiencies across various functional areas. In 2013, Abbott management also approved plans to streamline certain manufacturing operations in order to reduce costs and improve efficiencies in Abbott's established pharmaceuticals business. In 2012, Abbott management approved plans to streamline various commercial operations in order to reduce costs and improve efficiencies in Abbott's core diagnostics, established pharmaceuticals and nutritional businesses. Additional charges of approximately \$25 million were recognized in 2014 of which approximately \$2 million is recorded in Cost of products sold and approximately \$23 million as Selling, general and administrative expense. The following summarizes the activity for the first three months of 2014 related to these restructuring actions and the status of the related accrual as of March 31, 2014:

(in millions)

Accrued balance at December 31, 2013	\$ 148
Restructuring charges recorded in 2014	25
Payments and other adjustments	(28)
Accrued balance at March 31, 2014	<u>\$ 145</u>

In 2013 and prior years, Abbott management approved plans to realign its vascular manufacturing operations in order to reduce costs. The following summarizes the activity for the first three months of 2014 related to these restructuring actions and the status of the related accrual as of March 31, 2014:

<u>(in millions)</u>	
Accrued balance at December 31, 2013	\$ 20
Restructuring charges recorded in 2014	—
Payments and other adjustments	—
Accrued balance at March 31, 2014	<u>\$ 20</u>

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In 2011 and 2008, Abbott management approved plans to streamline global manufacturing operations, reduce overall costs, and improve efficiencies in Abbott's core diagnostics business. The following summarizes the activity for the first three months of 2014 related to these restructuring actions and the status of the related accrual as of March 31, 2014:

<u>(in millions)</u>	
Accrued balance at December 31, 2013	\$ 41
Restructuring charges recorded in 2014	—
Payments and other adjustments	(3)
Accrued balance at March 31, 2014	<u>\$ 38</u>

Note 8 — Incentive Stock Programs

In the first three months of 2014, Abbott granted 3,659,969 stock options, 545,716 restricted stock awards and 5,248,937 restricted stock units under its incentive stock programs. At March 31, 2014, approximately 110 million shares were reserved for future grants. Information regarding the number of options outstanding and exercisable at March 31, 2014 is as follows:

	<u>Outstanding</u>	<u>Exercisable</u>
Number of shares	42,297,580	34,724,241
Weighted average remaining life (years)	4.5	3.5
Weighted average exercise price	\$ 27.34	\$ 25.38
Aggregate intrinsic value (in millions)	\$ 480	\$ 461

The total unrecognized share-based compensation cost at March 31, 2014 amounted to approximately \$264 million which is expected to be recognized over the next three years.

Note 9 — Financial Instruments, Derivatives and Fair Value Measures

Certain Abbott foreign subsidiaries enter into foreign currency forward exchange contracts to manage exposures to changes in foreign exchange rates for anticipated intercompany purchases by those subsidiaries whose functional currencies are not the U.S. dollar. These contracts, with notional amounts totaling \$275 million and \$137 million at March 31, 2014 and December 31, 2013, respectively, are designated as cash flow hedges of the variability of the cash flows due to changes in foreign exchange rates and are recorded at fair value. Accumulated gains and losses as of March 31, 2014 will be included in Cost of products sold at the time the products are sold, generally through the next twelve months. The amount of hedge ineffectiveness was not significant in 2014 and 2013.

Abbott enters into foreign currency forward exchange contracts to manage currency exposures for foreign currency denominated third-party trade payables and receivables, and for intercompany loans and trade accounts payable where the receivable or payable is denominated in a currency other than the functional currency of the entity. For intercompany loans, the contracts require Abbott to sell or buy foreign currencies, primarily European currencies and Japanese yen, in exchange for primarily U.S. dollars and other European currencies. For intercompany and trade payables and receivables, the currency exposures are primarily the U.S. dollar, European currencies and Japanese yen. At March 31, 2014 and December 31, 2013, Abbott held \$11.8 billion and \$13.8 billion, respectively, of such foreign currency forward exchange contracts.

Abbott has designated foreign denominated short-term debt as a hedge of the net investment in a foreign subsidiary of approximately \$516 million and approximately \$505 million as of March 31, 2014 and December 31, 2013, respectively. Accordingly, changes in the reported value of this debt due to changes in exchange rates are recorded in Accumulated other comprehensive income (loss), net of tax.

Abbott is a party to interest rate swap contracts totaling approximately \$1.5 billion at March 31, 2014 and \$1.5 billion at December 31, 2013 to manage its exposure to changes in the fair value of fixed-rate debt. These contracts are designated as fair value hedges of the variability of the fair value of fixed-rate debt due to changes in the long-term benchmark interest rates. The effect of the hedge is to change a fixed-rate interest obligation to a variable rate for that portion of the debt. Abbott records the contracts at fair value and adjusts the carrying amount of the fixed-rate debt by an offsetting amount. No hedge ineffectiveness was recorded in income in 2014 or 2013 for these hedges.

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The following table summarizes the amounts and location of certain derivative financial instruments as of March 31, 2014 and December 31, 2013:

(in millions)	Fair Value - Assets			Fair Value - Liabilities		
	March 31, 2014	Dec. 31, 2013	Balance Sheet Caption	March 31, 2014	Dec. 31, 2013	Balance Sheet Caption
Interest rate swaps designated as fair value hedges	\$ 98	\$ 87	Deferred income taxes and other assets	\$ —	\$ —	Post-employment obligations, deferred income taxes and other long-term liabilities
Foreign currency forward exchange contracts:						
Hedging instruments	9	14	Prepaid expenses, deferred income taxes, and other receivables	—	—	Other accrued liabilities
Others not designated as hedges	40	70	Prepaid expenses, deferred income taxes, and other receivables	56	75	Other accrued liabilities
Debt designated as a hedge of net investment in a foreign subsidiary	—	—	n/a	516	505	Short-term borrowings
	<u>\$ 147</u>	<u>\$ 171</u>		<u>\$ 572</u>	<u>\$ 580</u>	

The following table summarizes the activity for foreign currency forward exchange contracts designated as cash flow hedges, debt designated as a hedge of net investment in a foreign subsidiary and the amounts and location of income (expense) and gain (loss) reclassified into income in the first three months of 2014 and 2013 and for certain other derivative financial instruments. The amount of hedge ineffectiveness was not significant in 2014 and 2013 for these hedges.

(in millions)	Gain (loss) Recognized in Other Comprehensive Income (loss)		Income (expense) and Gain (loss) Reclassified into Income		Income Statement Caption
	2014	2013	2014	2013	
Foreign currency forward exchange contracts designated as cash flow hedges	\$ 2	\$ 17	\$ 3	\$ 3	Cost of products sold
Debt designated as a hedge of net investment in a foreign subsidiary	(11)	50	—	—	n/a
Interest rate swaps designated as fair value hedges	n/a	n/a	11	10	Interest expense
Foreign currency forward exchange contracts not designated as a hedge	n/a	n/a	(13)	90	Net foreign exchange loss (gain)

The interest rate swaps are designated as fair value hedges of the variability of the fair value of fixed-rate debt due to changes in the long-term benchmark interest rates. The hedged debt is marked to market, offsetting the effect of marking the interest rate swaps to market.

The carrying values and fair values of certain financial instruments as of March 31, 2014 and December 31, 2013 are shown in the following table. The carrying values of all other financial instruments approximate their estimated fair values. The counterparties to financial instruments consist of select major international financial institutions. Abbott does not expect any losses from nonperformance by these counterparties.

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(in millions)	March 31, 2014		December 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term Investment Securities:				
Equity securities	\$ 91	\$ 91	\$ 93	\$ 93
Other	31	26	26	24
Total Long-term Debt	(3,395)	(3,918)	(3,397)	(3,930)
Foreign Currency Forward Exchange Contracts:				
Receivable position	49	49	84	84
(Payable) position	(56)	(56)	(75)	(75)
Interest Rate Hedge Contracts:				
Receivable position	98	98	87	87

The fair value of the debt was determined based on significant other observable inputs, including current interest rates.

The following table summarizes the bases used to measure certain assets and liabilities at fair value on a recurring basis in the balance sheet:

(in millions)	Outstanding Balances	Quoted Prices in Active Markets	Significant Other Observable Inputs	Significant Unobservable Inputs
March 31, 2014:				
Equity securities	\$ 24	\$ 24	\$ —	\$ —
Interest rate swap derivative financial instruments	98	—	98	—
Foreign currency forward exchange contracts	49	—	49	—
Total Assets	\$ 171	\$ 24	\$ 147	\$ —
Fair value of hedged long-term debt				
Fair value of hedged long-term debt	\$ 1,624	\$ —	\$ 1,624	\$ —
Foreign currency forward exchange contracts	56	—	56	—
Contingent consideration related to business combinations	72	—	—	72
Total Liabilities	\$ 1,752	\$ —	\$ 1,680	\$ 72
December 31, 2013:				
Equity securities	\$ 26	\$ 26	\$ —	\$ —
Interest rate swap derivative financial instruments	87	—	87	—
Foreign currency forward exchange contracts	84	—	84	—
Total Assets	\$ 197	\$ 26	\$ 171	\$ —
Fair value of hedged long-term debt				
Fair value of hedged long-term debt	\$ 1,623	\$ —	\$ 1,623	\$ —
Foreign currency forward exchange contracts	75	—	75	—
Contingent consideration related to business combinations	208	—	—	208
Total Liabilities	\$ 1,906	\$ —	\$ 1,698	\$ 208

The fair value of the debt was determined based on the face value of the debt adjusted for the fair value of the interest rate swaps, which is based on a discounted cash flow analysis. The fair value of foreign currency forward exchange contracts is determined using a market approach, which utilizes values for comparable derivative instruments. The fair value of the contingent consideration was determined based on an independent appraisal adjusted for the time value of money, exchange, payments and other changes in fair value. The change in contingent consideration from the previous year end primarily reflects the payment of contingent consideration in the first quarter of 2014.

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Note 10 — Litigation and Environmental Matters

Abbott has been identified as a potentially responsible party for investigation and cleanup costs at a number of locations in the United States and Puerto Rico under federal and state remediation laws and is investigating potential contamination at a number of company-owned locations. Abbott has recorded an estimated cleanup cost for each site for which management believes Abbott has a probable loss exposure. No individual site cleanup exposure is expected to exceed \$4 million, and the aggregate cleanup exposure is not expected to exceed \$15 million.

Abbott is involved in various claims and legal proceedings, and Abbott estimates the range of possible loss for its legal proceedings and environmental exposures to be from approximately \$70 million to \$90 million. The recorded accrual balance at March 31, 2014 for these proceedings and exposures was approximately \$80 million. This accrual represents management's best estimate of probable loss, as defined by FASB ASC No. 450, "Contingencies." Within the next year, legal proceedings may occur that may result in a change in the estimated loss accrued by Abbott. While it is not feasible to predict the outcome of all such proceedings and exposures with certainty, management believes that their ultimate disposition should not have a material adverse effect on Abbott's financial position, cash flows, or results of operations.

Note 11 — Post-Employment Benefits

Retirement plans consist of defined benefit, defined contribution, and medical and dental plans. Net cost recognized in continuing operations for the three months ended March 31 for Abbott's major defined benefit plans and post-employment medical and dental benefit plans is as follows:

(in millions)	Defined Benefit Plans		Medical and Dental Plans	
	March 31, 2014	March 31, 2013	March 31, 2014	March 31, 2013
Service cost - benefits earned during the period	\$ 66	\$ 76	\$ 9	\$ 12
Interest cost on projected benefit obligations	77	66	16	15
Expected return on plans' assets	(113)	(93)	(10)	(9)
Net amortization of:			—	
Actuarial loss, net	25	40	5	8
Prior service cost (credit)	1	1	(9)	(8)
Net cost	\$ 56	\$ 90	\$ 11	\$ 18

Abbott funds its domestic defined benefit plans according to IRS funding limitations. International pension plans are funded according to similar regulations. In the first quarters of 2014 and 2013, \$312 million and \$208 million, respectively, were contributed to defined benefit plans and \$40 million was contributed to the post-employment medical and dental benefit plans in each quarter.

Note 12 — Taxes on Earnings

Taxes on earnings from continuing operations reflect the estimated annual effective rates and include charges for interest and penalties. In the first quarter of 2014, taxes on earnings from continuing operations reflect the recognition of \$71 million of tax benefits as the result of the favorable resolution of various tax positions pertaining to prior years. Earnings from Discontinued Operations, net of tax, in the first quarter of 2014 reflects the recognition of \$36 million of net

tax benefits primarily as a result of the resolution of various tax positions related to AbbVie's operations for years prior to the separation. The conclusion of these tax matters decreased the gross amount of unrecognized tax benefits by approximately \$102 million. As a result of the American Taxpayer Relief Act of 2012 signed into law in January 2013, Abbott recorded a tax benefit to taxes on continuing operations of approximately \$103 million in the first quarter of 2013 for the retroactive extension of the research tax credit and the look-through rules of section 954(c)(6) of the Internal Revenue Code to the beginning of 2012.

Tax authorities in various jurisdictions regularly review Abbott's income tax filings. Abbott believes that it is reasonably possible that the recorded amount of gross unrecognized tax benefits may decrease by up to \$350 million, including cash adjustments, within the next twelve months as a result of concluding various domestic and international tax matters.

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Note 13 — Segment Information

Abbott's principal business is the discovery, development, manufacture and sale of a broad line of health care products. Abbott's products are generally sold directly to retailers, wholesalers, hospitals, health care facilities, laboratories, physicians' offices and government agencies throughout the world. Abbott's reportable segments are as follows:

Established Pharmaceutical Products — International sales of a broad line of branded generic pharmaceutical products.

Nutritional Products — Worldwide sales of a broad line of adult and pediatric nutritional products.

Diagnostic Products — Worldwide sales of diagnostic systems and tests for blood banks, hospitals, commercial laboratories and alternate-care testing sites. For segment reporting purposes, the Core Laboratories Diagnostics, Molecular Diagnostics, Point of Care and Ibis diagnostic divisions are aggregated and reported as the Diagnostic Products segment.

Vascular Products — Worldwide sales of coronary, endovascular, structural heart, vessel closure and other medical device products.

Non-reportable segments include the Diabetes Care and Medical Optics segments.

Abbott's underlying accounting records are maintained on a legal entity basis for government and public reporting requirements. Segment disclosures are on a performance basis consistent with internal management reporting. Intersegment transfers of inventory are recorded at standard cost and are not a measure of segment operating earnings. The cost of some corporate functions and the cost of certain employee benefits are charged to segments at predetermined rates that approximate cost. Remaining costs, if any, are not allocated to segments. In addition, intangible asset amortization is not allocated to operating segments, and intangible assets and goodwill are not included in the measure of each segment's assets. The following segment information has been prepared in accordance with the internal accounting policies of Abbott, as described above, and are not presented in accordance with generally accepted accounting principles applied to the consolidated financial statements.

(in millions)	Three Months Ended March 31					
	Net Sales to External Customers		Operating Earnings			
	2014	2013	2014	2013		
Established Pharmaceutical Products	\$ 1,151	\$ 1,233	\$ 230	\$ 286		
Nutritional Products	1,631	1,699	283	342		
Diagnostic Products	1,117	1,088	222	260		
Vascular Products	738	742	221	188		
Total Reportable Segments	4,637	4,762	956	1,076		
Other	607	616				
Net Sales	\$ 5,244	\$ 5,378				
Corporate functions and benefit plans costs			(58)	(120)		
Non-reportable segments			63	88		
Net interest expense			(23)	(26)		
Share-based compensation (a)			(119)	(126)		
Amortization of intangible assets			(174)	(199)		
Other, net (b)			(222)	(139)		
Earnings from continuing operations before taxes			\$ 423	\$ 554		

- (a) Approximately 40 to 45 percent of the annual net cost of share-based awards will typically be recognized in the first quarter due to the timing of the granting of share-based awards.
- (b) The increase from 2013 to 2014 primarily reflects higher charges for cost reduction initiatives.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Financial Review - Results of Operations

The following table details sales by reportable segment for the three months ended March 31. Percent changes are versus the prior year and are based on unrounded numbers.

	Net Sales to External Customers				
	March 31, 2014	March 31, 2013	Total Change	Impact of Foreign Exchange	Total Change Excl. Foreign Exchange
Established Pharmaceutical Products	\$ 1,151	\$ 1,233	(6.6)%	(5.9)%	(0.7)%
Nutritional Products	1,631	1,699	(4.0)	(2.3)	(1.7)
Diagnostic Products	1,117	1,088	2.6	(2.5)	5.1
Vascular Products	738	742	(0.5)	(1.5)	1.0
Total Reportable Segments	4,637	4,762	(2.6)	(3.1)	0.5
Other	607	616	(1.5)	(1.6)	0.1
Net Sales	\$ 5,244	\$ 5,378	(2.5)	(3.0)	0.5
Total U.S.	\$ 1,489	\$ 1,534	(2.9)	—	(2.9)
Total International	\$ 3,755	\$ 3,844	(2.3)	(4.1)	1.8

The net sales decline in 2014 reflects the impact of unfavorable changes in foreign currency exchange rates, partially offset by unit volume growth. The relatively stronger U.S. dollar decreased total international sales by 4.1 percent and total sales by 3.0 percent. Excluding the unfavorable impact of foreign exchange, total net sales increased 0.5 percent in 2014 due primarily to higher sales of diagnostic products, partially offset by lower nutritional product revenue. The strength in diagnostic products reflected continued momentum in core laboratory diagnostics, as well as higher international molecular sales particularly in emerging markets. The first quarter 2014 decline in nutritional products was due primarily to lower sales of pediatric products resulting from the impact of a previously reported supplier recall in August 2013 in certain international markets.

A comparison of significant product group sales for the three months ended March 31 is as follows. Percent changes are versus the prior year and are based on unrounded numbers.

(in millions)	March 31, 2014	March 31, 2013	Total Change	Impact of Foreign Exchange	Total Change Excl. Foreign Exchange
Established Pharmaceutical Products sales —					
Key Emerging Markets	\$ 531	\$ 585	(9.2)%	(9.4)%	0.2%
Developed and Other Markets	620	648	(4.2)	(2.7)	(1.5)
Nutritionals —					
U.S. Pediatric Nutritionals	365	385	(5.2)	—	(5.2)
International Pediatric Nutritionals	544	608	(10.5)	(2.8)	(7.7)
U.S. Adult Nutritionals	324	333	(2.7)	—	(2.7)
International Adult Nutritionals	398	373	6.6	(5.8)	12.4
Diagnostics —					
Immunochemistry	856	832	2.9	(2.8)	5.7
Vascular Products (1) —					
Drug Eluting Stents (DES) and Bioresorbable Vascular Scaffold (BVS) products	368	387	(4.9)	(2.5)	(2.4)
Other Coronary products	145	146	(1.0)	(0.8)	(0.2)
Endovascular	121	115	6.0	(0.2)	6.2

(1) Other Coronary Products include primarily guidewires and balloon catheters. Endovascular includes vessel closure, carotid stents and other peripheral products.

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The Established Pharmaceutical Products segment is focused on 14 key emerging markets including India, Russia, China and Brazil. Sales in these key emerging markets declined 9% as strong growth in Brazil and India was offset by the negative impact of currencies as well as the timing of supply of key products in the segment's women's health portfolio, primarily due to a planned plant shutdown to expand capacity. Sales in Developed and Other Markets in the Established Pharmaceutical Products segment decreased in 2014 due primarily to the unfavorable effects of exchange in 2014 and to price declines from the continued effect of European austerity measures. International Pediatric Nutritional sales decreased due primarily to the impact of a supplier recall in certain international markets in the third quarter of 2013, which created significant disruption in these markets that unfavorably impacted sales volumes. The decline in U.S. Pediatric Nutritional revenue primarily reflects lower infant formula sales. In the Vascular Products segment, sales of DES products declined primarily as a result of sales declines in the U.S. due in part to the launch of a competitive drug-eluting stent. International sales of vascular products increased in the quarter driven by a number of new products and the increased penetration of Abbott's bioresorbable vascular scaffold.

The gross profit margin percentage was 49.6 percent for the first quarter 2014 compared to 51.1 percent for the first quarter 2013. The decline primarily reflects the impact of unfavorable foreign exchange in the diagnostics, established pharmaceuticals and nutritional businesses.

Research and development expenses increased by \$41 million, or 11.6 percent, in the first quarter 2014 due primarily to the impact of restructuring actions recorded in the quarter. For the three months ended March 31, 2014, research and development expenditures totaled \$77 million for the Vascular Products segment, \$98 million for the Diagnostic Products segment, \$50 million for the Established Pharmaceutical Products segment and \$48 million for the Nutritional Products segment.

Selling, general and administrative expenses for the first quarter 2014 decreased 1.3 percent due in part to timing between quarters, as well as a continuing focus on cost savings initiatives.

Restructuring Plans

The results for the first three months of 2014 reflect charges recognized for actions associated with the company's plans to streamline various operations in order to reduce costs and improve efficiencies in Abbott's vascular, diagnostics, and nutritional businesses. Abbott recorded employee related severance and other charges of approximately \$80 million in 2014 related to these initiatives. Approximately \$17 million is recognized in Cost of products sold, \$41 million is recognized in Research and development and approximately \$22 million is recognized in Selling, general and administrative expense. In the first quarter of 2014, Abbott management also approved plans to streamline various operations in order to reduce costs and improve efficiencies across various functional areas and recognized a charge of \$25 million. Approximately \$2 million is recorded in Cost of products sold and approximately \$23 million as Selling, general and administrative expense. See Note 7 to the financial statements, "Restructuring Plans," for additional information regarding these charges.

Interest Expense (Income), net

Interest expense (income), net decreased \$3 million in the first quarter 2014 compared to 2013 due to lower interest rates in the first quarter of 2014, which reduced total interest expense. Interest income was relatively unchanged from the prior year.

Taxes on Earnings from Continuing Operations

Taxes on earnings from continuing operations reflect the estimated annual effective rates and include charges for interest and penalties. In the first quarter of 2014, taxes on earnings from continuing operations reflect the recognition of \$71 million of tax benefits as the result of the favorable resolution of various tax positions pertaining to prior years. Earnings from discontinued operations, net of tax, in the first quarter of 2014 reflects the recognition of \$36 million of net tax benefits primarily as a result of the favorable resolution of various tax positions related to AbbVie's operations for years prior to the separation. The conclusion of these tax matters decreased the gross amount of unrecognized tax benefits by approximately \$102 million. As a result of the American Taxpayer Relief Act of 2012 signed into law in January 2013, Abbott recorded a tax benefit to taxes on continuing operations of approximately \$103 million in the first quarter of 2013 for the retroactive extension of the research tax credit and the look-through rules of section 954(c)(6) of the Internal Revenue Code to the beginning of 2012. Excluding these discrete items, the change in the effective rate from 2013 to 2014 primarily reflects the impact of the repatriation of 2014 earnings generated outside the U.S.

Tax authorities in various jurisdictions regularly review Abbott's income tax filings. Abbott believes that it is reasonably possible that the recorded amount of gross unrecognized tax benefits may decrease by up to \$350 million, including cash adjustments, within the next twelve months as a result of concluding various domestic and international tax matters.

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Separation of AbbVie Inc.

On January 1, 2013, Abbott completed the separation of AbbVie Inc. (AbbVie), which was formed to hold Abbott's research-based proprietary pharmaceuticals business. Abbott and AbbVie entered into transitional services agreements prior to the separation pursuant to which Abbott and AbbVie are providing to each other, on an interim transitional basis, various services. Transition services may be provided for up to 24 months with an option for a one-year extension by the recipient. Services being provided by Abbott include certain information technology and back office support. Billings by Abbott under these transitional services agreements are recorded as a reduction of the costs to provide the respective service in the applicable expense category in the Condensed Consolidated Statement of Earnings. This transitional support will enable AbbVie to establish its stand-alone processes for various activities that were previously provided by Abbott and does not constitute significant continuing support of AbbVie's operations.

For a small portion of AbbVie's operations, the legal transfer of AbbVie's assets (net of liabilities) did not occur with the separation of AbbVie on January 1, 2013 due to the time required to transfer marketing authorizations and other regulatory requirements in each of these countries. Under the terms of the separation agreement with Abbott, AbbVie is subject to the risks and entitled to the benefits generated by these operations and assets. The majority of these operations were transferred to AbbVie in 2013 with the remainder expected to be transferred in 2014. These assets and liabilities have been presented as held for disposition in the Condensed Consolidated Balance Sheet. At March 31, 2014, the assets and liabilities held for disposition consist of trade accounts receivable of \$127 million, inventories of \$102 million, equipment of \$17 million, other assets of \$56 million, trade accounts payable and accrued liabilities of \$152 million and other liabilities of \$18 million. Abbott's obligation to transfer the net assets held for disposition to AbbVie of \$132 million is included in Other accrued liabilities.

Abbott has retained all liabilities for all U.S. federal and foreign income taxes on income prior to the separation, as well as certain non-income taxes attributable to AbbVie's business. AbbVie generally will be liable for all other taxes attributable to its business.

Earnings from discontinued operations in the first quarter of 2014 reflect the recognition of \$36 million of net tax benefits primarily as a result of the resolution of various tax positions related to AbbVie's operations for years prior to the separation.

Liquidity and Capital Resources March 31, 2014 Compared with December 31, 2013

The reduction of cash and cash equivalents from \$3.5 billion at December 31, 2013 to \$2.1 billion at March 31, 2014 reflects share repurchases and dividends paid in the quarter.

Net cash from operating activities for the first three months of 2014 totaled \$336 million. Other, net in Net cash from operating activities for the first three months of 2014 of \$(548) million reflects contributions to defined benefit plans of \$312 million in 2014, as well as the non-cash impact in the first quarter of approximately \$110 million of tax benefits from the resolution of various tax positions pertaining to prior years. The \$(489) million of Other, net activity in Net cash from operating activities for 2013 reflects approximately \$233 million of one-time net cash outflows related to the separation of AbbVie, the first quarter non-cash impact of the \$103 million tax benefit for the retroactive impact of U.S. tax law changes due to the timing of tax filings and \$208 million of contributions to defined benefit plans. Abbott expects annual cash flow from operating activities to continue to exceed Abbott's capital expenditures and cash dividends on an annual basis.

Working capital was \$7.7 billion at March 31, 2014 and \$9.7 billion at December 31, 2013. The \$2.0 billion decrease in working capital in 2014 is due primarily to the use of cash to repurchase shares and pay a higher dividend.

A majority of Abbott's trade receivables in Italy, Spain, Portugal, and Greece are with governmental health systems. Governmental receivables in these four countries accounted for approximately 1% of Abbott's total assets and 9% of total net trade receivables as of March 31, 2014 as compared to 1% of total assets and 12% of total net receivables as of December 31, 2013. With the exception of Greece, Abbott historically has collected almost all of the outstanding receivables in these countries. Abbott closely monitors economic conditions and budgetary and other fiscal developments in these countries. Abbott regularly communicates with its customers regarding the status of receivable balances, including their payment plans and obtains positive confirmation of the validity of the receivables. Abbott also monitors the potential for and periodically has utilized factoring arrangements to mitigate risk although such arrangements were not material in the first three months of 2014.

At March 31, 2014 Abbott's long-term debt rating was A+ by Standard & Poor's Corporation and A1 by Moody's Investors Service. Abbott has readily available financial resources, including unused lines of credit of \$5.0 billion that support commercial paper borrowing arrangements which expire in 2017.

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In June 2013, the board of directors authorized the purchase of up to \$3.0 billion of Abbott's common shares from time to time and 54.6 million shares at a cost of \$2.1 billion were purchased in the first three months of 2014. Approximately \$512 million remains available for repurchase under this authorization. In the first three months of 2013, 25.0 million shares were purchased at a cost of \$850 million under a previous share repurchase authorization.

In the first quarter of 2014, Abbott declared a dividend of \$0.22 per share on its common shares, which represents a 57% increase over the \$0.14 per share dividend declared in the first quarter of 2013.

Legislative Issues

Abbott's primary markets are highly competitive and subject to substantial government regulations throughout the world. Abbott expects debate to continue over the availability, method of delivery, and payment for health care products and services. It is not possible to predict the extent to which Abbott or the health care industry in general might be adversely affected by these factors in the future. A more complete discussion of these factors is contained in Item 1, Business, and Item 1A, Risk Factors, in the 2013 Annual Report on Form 10-K.

Private Securities Litigation Reform Act of 1995 — A Caution Concerning Forward-Looking Statements

Under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, Abbott cautions investors that any forward-looking statements or projections made by Abbott, including those made in this document, are subject to risks and uncertainties that may cause actual results to differ materially from those projected. Economic, competitive, governmental, technological and other factors that may affect Abbott's operations are discussed in Item 1A, Risk Factors, in the 2013 Annual Report on Form 10-K.

PART I. FINANCIAL INFORMATION

Item 4. Controls and Procedures

- (a) *Evaluation of disclosure controls and procedures.* The Chief Executive Officer, Miles D. White, and Chief Financial Officer, Thomas C. Freyman, evaluated the effectiveness of Abbott Laboratories' disclosure controls and procedures as of the end of the period covered by this report, and concluded that Abbott Laboratories' disclosure controls and procedures were effective to ensure that information Abbott is required to disclose in the reports that it files or submits with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms, and to ensure that information required to be disclosed by Abbott in the reports that it files or submits under the Exchange Act is accumulated and communicated to Abbott's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.
- (b) *Changes in internal control over financial reporting.* During the quarter ended March 31, 2014, there were no changes in Abbott's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that have materially affected, or are reasonably likely to materially affect, Abbott's internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Abbott is involved in various claims, legal proceedings and investigations, including (as of March 31, 2014, except where noted below) those described below. While it is not feasible to predict the outcome of such pending claims, proceedings and investigations with certainty, management is of the opinion that their ultimate resolution should not have a material adverse effect on Abbott's financial position, cash flows, or results of operations.

In its 2013 Annual Report on Form 10-K, Abbott reported that Medinol Limited (Medinol) sued Abbott in the Netherlands asserting that certain of Abbott's coronary bare metal and all of its metal-based drug eluting stent products infringe certain of Medinol's European stent design patents, and that in January 2013, Medinol appealed the lower courts' findings of noninfringement to the Dutch Supreme Court. In April 2014, the Dutch Supreme Court rejected Medinol's appeal, resulting in a final determination that Abbott's stents do not infringe Medinol's patents.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
January 1, 2014 — January 31, 2014	6,629,302(1)	\$ 36.462	6,500,000	\$ 2,374,933,131(2)
February 1, 2014 — February 28, 2014	25,746,238(1)	\$ 38.211	25,700,000	\$ 1,392,882,137(2)
March 1, 2014 — March 31, 2014	22,407,140(1)	\$ 39.415	22,360,000	\$ 511,537,561(2)
Total	54,782,680(1)	\$ 38.492	54,560,000	\$ 511,537,561(2)

(1) These shares include:

- (i) the shares deemed surrendered to Abbott to pay the exercise price in connection with the exercise of employee stock options — 129,302 in January, 46,238 in February, and 16,640 in March; and
- (ii) the shares purchased on the open market for the benefit of participants in the Abbott Laboratories, Limited Employee Stock Purchase Plan - 0 in January, 0 in February, and 30,500 in March.

These shares do not include the shares surrendered to Abbott to satisfy tax withholding obligations in connection with the vesting of restricted stock or restricted stock units.

- (2) On June 14, 2013, Abbott announced that its board of directors approved the purchase of up to \$3 billion of its common shares, from time to time.

Item 6. Exhibits

Incorporated by reference to the Exhibit Index included herewith.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ABBOTT LABORATORIES

By: /s/ Thomas C. Freyman
Thomas C. Freyman
Executive Vice President,
Finance and Chief Financial Officer

Date: May 7, 2014

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EXHIBIT INDEX

Exhibit No.	Exhibit
10.1	Abbott Laboratories 2009 Incentive Stock Program, as amended and restated.
12	Statement re: Computation of Ratio of Earnings to Fixed Charges.
31.1	Certification of Chief Executive Officer Required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
31.2	Certification of Chief Financial Officer Required by Rule 13a-14(a) (17 CFR 240.13a-14(a)).
Exhibits 32.1 and 32.2 are furnished herewith and should not be deemed to be "filed" under the Securities Exchange Act of 1934.	
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial statements and notes from the Abbott Laboratories Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL: (i) Condensed Consolidated Statement of Earnings; (ii) Condensed Consolidated Statement of Comprehensive Income; (iii) Condensed Consolidated Balance Sheet; (iv) Condensed Consolidated Statement of Cash Flows; and (v) the notes to the condensed consolidated financial statements.

ABBOTT LABORATORIES
2009 INCENTIVE STOCK PROGRAM
AS AMENDED & RESTATED EFFECTIVE FEBRUARY 21, 2014

ABBOTT LABORATORIES
2009 INCENTIVE STOCK PROGRAM
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ABBOTT LABORATORIES
2009 INCENTIVE STOCK PROGRAM

1. PURPOSE. The purpose of the Abbott Laboratories 2009 Incentive Stock Program is to attract and retain outstanding directors, officers and other employees of Abbott Laboratories and its Subsidiaries, and to furnish incentives to such persons by providing opportunities to acquire common shares of the Company, or monetary payments based on the value of such shares or the financial performance of the Company, or both, on advantageous terms as herein provided and to further align such persons' interests with those of the Company's other shareholders through compensation that is based on the value of the Company's common shares.

2. ADMINISTRATION. The Program will be administered by the Committee. For purposes of the Program, the "Committee" shall be a committee of at least two persons which shall be either the Compensation Committee of the Board or such other committee comprised entirely of persons who are both: (i) "disinterested persons" as defined in Rule 16b-3 of the Securities and Exchange Commission; and (ii) "outside directors" as defined under Code Section 162(m). The Compensation Committee of the Board shall serve as the Committee administering the Program until such time as the Board designates a different Committee.

The Committee has the following powers, which it may exercise in its sole discretion, subject to and not inconsistent with the express provisions of the Program: (i) to administer the Program; (ii) to exercise all the power and authority either specifically granted to it under the Program or necessary or advisable in the administration of the Program; (iii) to grant Benefits; (iv) to determine the persons to whom and the time or times at which Benefits shall be granted, (v) to determine the type and number of Benefits to be granted, the number of Shares to which a Benefit may relate and the terms, conditions, restrictions and Performance Goals relating to any Benefit; (vi) to determine whether, to what extent, and under what circumstances a Benefit may be settled, canceled, forfeited, accelerated, exchanged, deferred (in accordance with the requirements of Code Section 409A) or surrendered; provided that, except as described in Section 5, the Committee shall neither lower the exercise price or base price of an outstanding option or Stock Appreciation Right nor grant any Benefit or provide cash in replacement of a canceled option or Stock Appreciation Right which had been granted at a higher exercise price or base price without the prior approval of the Company's shareholders; (vii) to make adjustments in the terms and conditions (including Performance Goals) applicable to Benefits; (viii) to construe and interpret the Program and any Benefit; (ix) to prescribe, amend and rescind rules and regulations relating to the Program, including any sub-Program contemplated by Section 10; (x) to determine the terms and provisions of any Benefit Agreement (which need not be identical for each Grantee); and (xi) to make all other determinations deemed necessary or advisable for the administration of the Program. The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Program or in any Benefit Agreement in the manner and to the extent it shall deem necessary or advisable to carry the Program into effect and shall be the sole and final judge of such necessity or advisability.

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A majority of the members of the Committee shall constitute a quorum and all determinations of the Committee shall be made by a majority of its members. Any determination of the Committee under the Program may be made without notice of a meeting of the Committee by a writing signed by all of the Committee members. The decision of the Committee as to all questions of interpretation, application and administration of the Program shall be final, binding and conclusive on all persons.

The Committee may, from time to time, delegate any or all of its duties, powers and authority to any officer or officers of the Company, except to the extent such delegation would be inconsistent with Rule 16b-3 of the Securities and Exchange Commission or other applicable law, rule or regulation. The Chief Executive Officer of the Company may grant Benefits under the Program other than to persons subject to Section 16(b) of the Exchange Act with respect to transactions involving equity securities of the Company at the time that delegated authority is exercised. All such grants by the Chief Executive Officer shall be reported annually to the Committee, however, the Committee is not required to take any action with respect to such grants. No Committee member or delegate thereof shall be liable for any action taken or determination made, or which the Committee member or delegate fails to take or make, in good faith with respect to the Program or any Benefit.

3. PARTICIPANTS. Participants in the Program shall consist of the employees of the Company or any of its Subsidiaries who the Committee in its sole discretion may designate from time to time to receive Benefits, optionees who are eligible to receive replacement options with respect to options originally granted under the Prior Program or the Program that include a replacement option feature, and, solely for purposes of receiving Benefits under Section 11 and Section 12, Non-Employee Directors of the Company. The Committee's designation of a person to receive a Benefit in any year shall not require the Committee to designate such person to receive a Benefit in any other year. The Committee shall consider such factors as it deems pertinent in selecting participants and in determining the type and amount of their respective Benefits, including without limitation (i) the financial condition of the Company; (ii) anticipated profits for the current or future years; (iii) contributions of participants to the profitability and development of the Company; (iv) prior awards to participants; and (v) other compensation provided to participants.

4. SHARES RESERVED UNDER THE PROGRAM AND ADJUSTMENTS. Subject to adjustment as provided in this Section 4, the maximum number of Shares available for issuance under the Program is 175,000,000 Shares plus: (i) the number of shares previously reserved under the Prior Program in excess of the number of shares as to which Benefits have been granted under the Prior Program as of the Effective Date, and (ii) the number of Shares subject to outstanding awards as of the Effective Date under the Prior Program that on or after the Effective Date cease for any reason to be subject to such awards (other than by reason of exercise or settlement of the awards to the extent they are exercised for or settled in vested and non-forfeitable Shares) (the "Share Limit"); provided that each Share issued under the Program pursuant to a Full Value Award shall be counted against the foregoing Share Limit as three shares for every one share actually issued in connection with such award. Such Shares may, in whole or in part, be authorized but unissued Shares or Shares that shall have been or may be reacquired by the Company in the open market, in private transactions or otherwise. Any Shares

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as to which Benefits granted under the Prior Program may lapse, expire, terminate or be canceled after the Effective Date, shall also be reserved and available for issuance under this Program. No Benefits shall be granted under the Prior Program after the date of shareholder approval of this Program.

If there is a lapse, expiration, termination, forfeiture or cancellation of any Benefit without the issuance of Shares or payment of cash thereunder, the Shares reserved for such Benefit may again be used for the grant of new Benefits of any type authorized under this Program; provided, however, that in no event may the number of Shares issued under this Program exceed the total number of Shares reserved for issuance hereunder. Shares that are issued under any Benefit and thereafter reacquired by the Company pursuant to rights reserved upon the issuance thereof, or pursuant to the payment of the exercise price of Shares under options by delivery of other Shares, or Shares under options or stock-settled Stock Appreciation Rights that were not issued upon the net exercise or net settlement of such options or Stock Appreciation Rights, or Shares repurchased by the Company with the proceeds collected in connection with the exercise of outstanding options, and Shares that are exchanged by a Grantee or withheld by the Company to satisfy tax withholding requirements in connection with any Program Benefit shall not be available for subsequent awards of Program Benefits. Upon the exercise of any Benefit granted in tandem with any other Benefits, such related Benefits shall be canceled to the extent of the number of Shares as to which the Benefit is exercised and, notwithstanding the foregoing, such number of shares shall no longer be available for Program Benefits. Benefits that may be settled only in cash shall not reduce the number of Shares available for subsequent awards of Benefits.

The maximum number of Shares with respect to which Non-Qualified Stock Options under Section 6 and Stock Appreciation Rights under Section 9(a) may be granted to any one participant, in the aggregate in any one calendar year, shall be two million (2,000,000) Shares. Determinations made in respect of the limitation set forth in this paragraph shall be made in a manner consistent with Code Section 162(m).

Except as provided in a Benefit Agreement or as otherwise provided in the Program, if the Committee determines that any special dividend or other distribution (whether in the form of cash, Shares, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, spin-off, combination, repurchase, or share exchange, or other similar corporate transaction or event, affects the Shares such that an equitable change or

adjustment relating to the Program or Program Benefits is appropriate, then the Committee shall make any such equitable changes or adjustments as it deems necessary or appropriate, including by way of illustration, changes or adjustments to any or all of (i) the number and kind of Shares or other property (including cash) that may thereafter be issued in connection with Benefits, including the Share Limit, (ii) the number and kind of Shares or other property issued or issuable in respect of outstanding Benefits, (iii) the exercise price, grant price or purchase price relating to any Benefit, (iv) the Performance Goals and (v) the individual and other limitations applicable to Benefits; provided that no such adjustment shall cause any Benefit hereunder which is or becomes subject to Code Section 409A to fail to comply with the requirements of such section; and provided further that, unless otherwise determined by the Committee, any additional Shares or other securities or property issued with respect to Shares covered by awards granted under the Program

as a result of any stock split, combination, stock dividend, recapitalization or other adjustment event described in this Section 4 shall be subject to the restrictions and other provisions of the original Benefit awarded under the Program.

5. TYPES OF BENEFITS. The following Benefits, alone or in combination, may be granted under the Program: (i) Nonqualified Stock Options, (ii) Restricted Stock Awards, (iii) Restricted Stock Units, (iv) Performance Awards, (v) Other Share-Based Awards (including Stock Appreciation Rights, dividend equivalents and recognition awards), (vi) awards to Non-Employee Directors, and (vii) Foreign Benefits, all as described below.

6. OPTIONS.

(a) In General. The Committee may grant Nonqualified Stock Options to Grantees which may be subject to such restrictions, terms and conditions, as the Committee shall determine in its sole discretion and as shall be evidenced by the applicable Benefit Agreement (provided that any such Benefit is subject to the vesting requirements described herein).

The Committee shall determine the exercise price for each Share purchasable under an option, but in no event shall the exercise price per Share be less than the Fair Market Value of a Share on the option's date of grant. The exercise price shall be paid in full at the time of exercise; payment may be made as determined by the Committee, including (1) in cash, which may be paid by check, or other instrument acceptable to the Company; (2) unless otherwise provided in the Benefit Agreement, in Shares having a then market value equal to the aggregate exercise price (including by withholding Shares that otherwise would be distributed to the Grantee upon exercise of the option); (3) delivery of a properly executed exercise notice, together with irrevocable instructions to a broker to deliver promptly to the Company the amount of sales proceeds from the option Shares or loan proceeds to pay the exercise price and any withholding taxes due to the Company; or (4) by any other method permitted by the Committee. Any amount necessary to satisfy applicable federal, state or local tax withholding requirements (or corresponding requirements under applicable laws in non-U.S. jurisdictions) shall be paid promptly upon notification of the amount due. The amount of tax withholding may be paid in Shares having a then market value equal to the amount required to be withheld (including by withholding Shares that otherwise would be distributed to the Grantee upon exercise of the option), or a combination of cash and Shares.

An option shall be exercisable over its term (which shall not exceed ten years from the date of grant), at such times and upon such conditions as the Committee may determine, as reflected in the Benefit Agreement. An option may be exercised to the extent of any or all full Shares as to which the option has become exercisable, by giving written notice of such exercise to the Committee or its designated agent, in such form as the Committee may prescribe. Notwithstanding the foregoing, no option granted pursuant to this Section 6 shall be exercisable earlier than six (6) months from its date of grant.

Except as otherwise provided in the applicable Benefit Agreement, (i) in the event of termination of employment for any reason other than retirement, disability or death, the right of the optionee to exercise an option shall terminate upon the earlier of the end of the original term of the option or three (3) months after the optionee's last day of work for the Company or its Subsidiaries; (ii) in the event of termination of employment due to retirement or disability, or if

the optionee should die while employed, the right of the optionee or his or her successor in interest to exercise an option shall terminate upon the end of the original term of the option; and (iii) if the optionee should die within three (3) months after termination of employment for any reason other than retirement or disability, the right of his or her successor in interest to exercise an option shall terminate upon the earlier of the end of the original term of the option or three (3) months after the date of such death.

(b) Replacement Options. Options are outstanding under the Prior Program that provide for the grant of replacement options if all or any portion of the exercise price or taxes incurred in connection with the exercise of the original option are paid by delivery of other Shares (or, in the case of payment of taxes, by withholding of Shares). The Committee may only grant replacement options ("replacement options") under the Program to the extent required with respect to such options granted under the Prior Program and with respect to replacement options granted with a replacement option feature. Any replacement options granted under the Program shall be Nonqualified Stock Options. In addition, any such replacement options shall (i) cover the number of Shares surrendered to pay the exercise price plus the number of Shares surrendered or withheld to satisfy the optionee's tax liability, (ii) have an exercise price equal to one hundred percent (100%) of the Fair Market Value of such Shares on the date such replacement option is granted, (iii) first be exercisable six months from the date such replacement option is granted, (iv) have an expiration date identical to the expiration date of the original option, and (v) contain a similar replacement option feature.

7. RESTRICTED STOCK AWARDS AND RESTRICTED STOCK UNITS.

(a) Restricted Stock Awards. The Committee may grant Restricted Stock Awards, subject to such restrictions, terms and conditions, as the Committee shall determine in its sole discretion and as shall be evidenced by the applicable Benefit Agreement (provided that any such Benefit is subject to the vesting requirements described herein). The vesting of a Restricted Stock Award may be conditioned upon the completion of a specified period of employment or service with the Company or any Subsidiary, upon the attainment of specified Performance Goals, and/or upon such other criteria as the Committee may determine in its sole discretion.

Except as provided in the applicable Benefit Agreement, no Shares underlying a Restricted Stock Award may be sold, assigned, transferred, or otherwise encumbered or disposed of by the Grantee until such Shares have vested in accordance with the terms of such Benefit. Subject to such other restrictions as are imposed by the Committee, the Shares covered by an award of Restricted Stock to a participant who is subject to Section 16 of the

Exchange Act may be sold or otherwise disposed of only after six (6) months from the grant date (unless such sale would not affect the exemption under Rule 16b-3 of the Securities and Exchange Commission).

If and to the extent that the applicable Benefit Agreement may so provide, a Grantee shall have the right to vote and receive dividends on Restricted Stock granted under the Program. Unless otherwise provided in the applicable Benefit Agreement, any Shares received as a dividend on or in connection with a stock split of the Shares underlying a Restricted Stock Award awarded under this Section shall be subject to the same restrictions as the Shares underlying such Restricted Stock Award.

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Upon the termination of a Grantee's employment or service with the Company and its Subsidiaries, the Restricted Stock granted to such Grantee shall be subject to the terms and conditions specified in the applicable Benefit Agreement.

(b) Restricted Stock Units. The Committee may grant Restricted Stock Units, subject to such restrictions, terms and conditions, as the Committee shall determine in its sole discretion and as shall be evidenced by the applicable Benefit Agreement (provided that any such Restricted Stock Unit is subject to the vesting requirements described herein). The vesting of a Restricted Stock Unit granted under the Program may be conditioned upon the completion of a specified period of employment or service with the Company or any Subsidiary, upon the attainment of specified Performance Goals, and/or upon such other criteria as the Committee may determine in its sole discretion.

Unless otherwise provided in a Benefit Agreement, upon the vesting of a Restricted Stock Unit there shall be delivered to the Grantee, as soon as practicable following the date on which such Benefit (or any portion thereof) vests (but in no event later than two and one-half (2 ½) months following the end of the calendar year in which such Restricted Stock Unit vests), subject to Section 13, that number of Shares equal to the number of Restricted Stock Units that have vested (or the cash equivalent thereof in the case of a cash-settled award).

Except as provided in the applicable Benefit Agreement, a Restricted Stock Unit may not be sold, assigned, transferred or otherwise encumbered or disposed of by the Grantee. Subject to the requirements of Code Section 409A, Restricted Stock Units may provide the Grantee with the right to receive dividend equivalent payments with respect to Shares subject to the Benefit (both before and after the Benefit is earned or vested), which payments may be either made currently or credited to an account for the participant, and may be settled in cash or Shares, as determined by the Committee. Any such settlements and any such crediting of dividend equivalents may be subject to such conditions, restrictions and contingencies as the Committee shall establish, including the reinvestment of such credited amounts in Share equivalents.

Upon the termination of a Grantee's employment or service with the Company and its Subsidiaries, the Restricted Stock Units granted to such Grantee shall be subject to the terms and conditions specified in the applicable Benefit Agreement.

8. PERFORMANCE AWARDS. The Committee may grant Benefits including Restricted Stock, Restricted Stock Units and Other Share-Based Awards, which may be earned in whole or in part based on the attainment of performance goals established by the Committee, which shall be based on one or more of the following criteria: earnings per share, return on equity, return on assets, return on net assets, return on investment, total shareholder return, net operating income, cash flow, increase in revenue, economic value added, increase in share price or cash flow return on investment, and any combination of, or a specified increase in, any of the foregoing (the "Performance Goals"). Where applicable, the Performance Goals may be expressed in terms of attaining a specified level of the particular criteria or the attainment of a percentage increase or decrease in the particular criteria, and may be applied to one or more of the Company, a Subsidiary, or a division or strategic business unit of the Company, or may be applied to the performance of the Company relative to a market index, a group of other companies or a

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combination thereof, all as determined by the Committee. The Performance Goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be made (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur). In addition, partial achievement of Performance Goals may result in payment or vesting corresponding to the degree of achievement of the Performance Goal. Where necessary to satisfy the requirements of Code Section 162(m), each of the foregoing Performance Goals shall be determined in accordance with generally accepted accounting principles or such other objective standards satisfying the requirements of Code Section 162(m), and shall be subject to written certification by the Committee; provided that, to the extent a Benefit is intended to satisfy the performance-based compensation exception to the limits of Code Section 162(m) and then to the extent consistent with such exception, the Committee may make equitable adjustments to the Performance Goals in recognition of unusual or non-recurring events affecting the Company or any Subsidiary or the financial statements of the Company or any Subsidiary, in response to changes in applicable laws or regulations, or to account for items of gain, loss or expense determined to be extraordinary or unusual in nature or infrequent in occurrence or related to the disposal of a segment of a business or related to a change in accounting principles. No payment shall be made to a Covered Employee prior to the written certification by the Committee that the Performance Goals have been attained. The Committee may establish such other rules applicable to Benefits intended to be qualified performance-based compensation to the extent consistent with Code Section 162(m).

The maximum amount which may be granted under this Section 8 for any one year for any one participant shall be \$15 million, determined by multiplying the number of shares or units granted under the Benefit by the Fair Market Value of a Share on the date of grant. For any performance period in excess of one year, such maximum value shall be determined by multiplying \$15 million by a fraction, the numerator of which is the number of months in the performance period and the denominator of which is twelve.

Payments earned in respect of any Benefit may be decreased or, with respect to any Grantee who is not a Covered Employee, increased in the sole discretion of the Committee based on such factors as it deems appropriate. Notwithstanding the foregoing, any Benefits may be adjusted in accordance with Section 4.

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9. OTHER SHARE-BASED AWARDS AND RECOGNITION AWARDS.

(a) **Other Share-Based Awards.** The Committee may grant Other Share-Based Awards, including Stock Appreciation Rights, under terms and conditions specified by the Committee in the applicable Benefit Agreement, which may include the attainment of Performance Goals; provided, however, that with respect to a Stock Appreciation Right, in no event shall (i) the base price per Share be less than the Fair Market Value of a Share on the Stock Appreciation Right's date of grant nor (ii) the term of such Stock Appreciation Right exceed ten years from the date of grant. Such terms and conditions shall be consistent with the terms of the Program. Shares or other securities or property delivered pursuant to a Benefit in the nature of a purchase right granted under this Section 9 shall be purchased for such consideration, paid for at such times, by such methods, and in such forms, including, without limitation, Shares, other Benefits, notes or other property, as the Committee shall determine, subject to any required corporate action.

(b) **Recognition Awards.** In addition to Restricted Stock Awards governed by Section 7(a), the Committee may grant fully vested Shares to employees of the Company, its Subsidiaries, in recognition of the employee's contribution to the Company; provided that the aggregate value of such recognition awards granted in any fiscal year to any single individual shall not exceed one thousand (1,000) Shares.

10. **FOREIGN BENEFITS.** The Committee may grant Benefits to employees of the Company and its Subsidiaries who reside in foreign jurisdictions. Notwithstanding anything in the Program to the contrary, each of the Committee and, to the extent permitted under applicable law, the Senior Vice President, Human Resources, may, in its or his sole discretion: (a) amend or vary the terms of the Program in order to conform such terms with the requirements of each jurisdiction where a Subsidiary is located; (b) amend or vary the terms of the Program in each jurisdiction where a Subsidiary is located as it or he considers necessary or desirable to take into account or to mitigate or reduce the burden of taxation and social security contributions for Participants and/or the Subsidiary; or (c) amend or vary the terms of the Program in a jurisdiction where the Subsidiary is located as it or he considers necessary or desirable to meet the goals and objectives of the Program. Each of the Committee and, to the extent permitted under applicable law, the Senior Vice President, Human Resources, may, where it deems appropriate in its or his sole discretion, establish one or more sub-Programs for these purposes. The Committee and, to the extent permitted under applicable law, the Senior Vice President, Human Resources, may, in its or his sole discretion, establish administrative rules and procedures to facilitate the operation of the Program in such jurisdictions. The terms and conditions contained herein which are subject to variation in a jurisdiction shall be reflected in a written attachment to the Program for each Subsidiary in such jurisdiction. To the extent permitted under applicable law, the Committee may delegate its authority and responsibilities under this Section 10 to one or more officers of the Company. In this regard and to the extent permitted under applicable law, the Committee hereby delegates its authority and responsibilities under this Section 10 to the Senior Vice President, Human Resources.

11. **NONQUALIFIED STOCK OPTIONS TO NON-EMPLOYEE DIRECTORS.** Each Non-Employee Director may elect to receive any or all of his or her fees earned under Section 3 of the Abbott Laboratories Non-Employee Directors' Fee Plan (the "Directors' Fee Plan") in the form of Nonqualified Stock Options under this Section. Each such election shall be irrevocable,

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and must be made in writing and filed with the Secretary of the Company by December 31 of the calendar year preceding the period in which such fees are earned. A Non-Employee Director may file a new election each calendar year applicable to fees earned in the immediately succeeding calendar year, provided that a new election to receive benefits in the form of options shall not be effective until the period covered by the Non-Employee Director's current election has ended. If no new election is received by December 31 of any calendar year, the election, if any, then in effect shall continue in effect until a new election is made and has become effective. If a director does not elect to receive his or her fees in the form of Nonqualified Stock Options, the fees due such director shall be paid or deferred as provided in the Directors' Fee Plan and any applicable election thereunder by the director.

Each Nonqualified Stock Option due to a director under this Program pursuant to an election shall be granted annually, on the date of the annual shareholders meeting. Except as otherwise provided, each such Nonqualified Stock Option shall be (A) subject to the terms and conditions of Section 6, (B) immediately exercisable and non-forfeitable and (C) exercisable until the expiration of ten years from the date of grant. Non-Employee Directors who hold replacement options granted under the Prior Program shall also receive replacement options consistent with the provisions of Section 6(b).

12. **RESTRICTED STOCK UNITS TO NON-EMPLOYEE DIRECTORS.** Each year, on the date of the annual shareholders meeting, each person who is elected a Non-Employee Director at the annual shareholders meeting shall be awarded Restricted Stock Units covering the number of Shares set by the Board in its sole discretion, upon recommendation by the Committee; provided, however that the Fair Market Value of the Shares on the date of the award shall not exceed \$250,000.

The Restricted Stock Units granted to Non-Employee Directors shall be fully vested on the date of the award and shall be awarded and/or issued or paid in a manner that will comply with Code Section 409A. Subject to the requirements of Code Section 409A, the Non-Employee Director receiving the Restricted Stock Units shall be entitled to receive one Share for each Restricted Stock Unit upon the earliest of (A) the director's "separation from service" (within the meaning of Code Section 409A); (B) the date the director dies; or (C) the date of occurrence of a Change in Control that also qualifies as a "change in control event" (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)).

Subject to the requirements of Code Section 409A, the Non-Employee Director receiving the Restricted Stock Units shall be entitled to receive cash payments equal to the dividends and distributions paid on the Shares (other than dividends or distributions of securities of the Company which may be issued with respect to its shares by virtue of any stock split, combination, stock dividend or recapitalization) to the same extent as if each Restricted Stock Unit was a Share, and those shares were not subject to the restrictions imposed by this Program, provided that the record date with respect to such dividend or distribution occurs within the period commencing with the date of grant of the Benefit and ending upon the earliest of (A) the date of the director's death, (B) the date of the director's "separation from service" (within the meaning of Code Section 409A), or (C) the date of the occurrence of a Change in Control that

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also qualifies as a "change in control event" (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)).

While outstanding, the Restricted Stock Units may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of except by will or the laws of descent and distribution.

Except in the event of conflict, all provisions of the Program shall apply to this Section 12. In the event of any conflict between the provisions of the Program and this Section 12, this Section 12 shall control.

13. CHANGE IN CONTROL PROVISIONS.

(a) Notwithstanding any other provision of this Program or the Prior Program, the following provisions shall apply upon the occurrence of a Change in Control unless otherwise provided in a Benefit Agreement:

(i) All options then outstanding under this Program or the Prior Program shall become fully vested and exercisable as of the date of the Change in Control, whether or not then otherwise vested or exercisable;

(ii) All Stock Appreciation Rights and Other Share-Based Awards then outstanding shall become fully vested and exercisable as of the date of the Change in Control, whether or not then otherwise vested or exercisable;

(iii) All terms and conditions of all Restricted Stock Awards then outstanding shall be deemed satisfied and all restrictions on those Restricted Stock Awards will lapse as of the date of the Change in Control;

(iv) All terms and conditions of all Restricted Stock Units then outstanding shall be deemed satisfied and all restrictions on those Restricted Stock Units will lapse as of the date of the Change in Control; and

(v) All performance criteria shall be deemed to have been attained and all Performance Awards then outstanding shall be deemed to have been fully earned and to be immediately payable as of the date of the Change in Control.

Notwithstanding the foregoing, with respect to each Benefit that is subject to Code Section 409A, if a Change in Control would have occurred under the Program but such Change in Control does not also qualify as a "change in control event" (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)), then each such Benefit shall become vested and non-forfeitable; provided, however, that the Grantee shall not be able to exercise the Benefit, and the Benefit shall not become payable, except in accordance with the terms of such Benefit or until such earlier time as the exercise and/or payment complies with Code Section 409A.

(b) A "Change in Control" shall be deemed to have occurred on the earliest of the following dates:

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(i) The date any Person is or becomes the Beneficial Owner (as defined below), directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates) representing 20% or more of the combined voting power of the Company's then outstanding securities, excluding any Person who becomes such a Beneficial Owner in connection with a transaction described in clause (a) of paragraph (iii) below; or

(ii) The date the following individuals cease for any reason to constitute a majority of the number of directors then serving: individuals who, on the date hereof, constitute the Board and any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's shareholders was approved or recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the date hereof or whose appointment, election or nomination for election was previously so approved or recommended; or

(iii) The date on which there is consummated a merger or consolidation of the Company or any direct or indirect Subsidiary of the Company with any other corporation or other entity, other than (a) a merger or consolidation (I) immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the Company, the entity surviving such merger or consolidation or, if the Company or the entity surviving such merger is then a Subsidiary, the ultimate parent thereof and (II) which results in the voting securities of the Company outstanding immediately prior to such merger or consolidation continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company or any Subsidiary of the Company, at least 50% of the combined voting power of the securities of the Company or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation, or (b) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities Beneficially Owned by such Person any securities acquired directly from the Company or its Affiliates) representing 20% or more of the combined voting power of the Company's then outstanding securities; or

(iv) The date the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity, at least 50% of the combined voting power of the voting securities of which are owned by shareholders of the Company, in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit

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plan of the Company or any Subsidiary, in substantially the same proportions as their ownership of the Company immediately prior to such sale.

Notwithstanding the foregoing, a Change in Control shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the common shares of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions.

For purposes of this Program: “Affiliate” shall have the meaning set forth in Rule 12b-2 under Section 12 of the Exchange Act; “Beneficial Owner” shall have the meaning set forth in Rule 13d-3 under the Exchange Act; “Person” shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and as used in Section 13(d) and 14(d) thereof and the rules thereunder, except that such term shall not include (1) the Company or any of its Subsidiaries, (2) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any Subsidiary, (3) an underwriter temporarily holding securities pursuant to an offering of such securities, or (4) a corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of shares of the Company; and “Subsidiary” shall mean any corporation, partnership, joint venture or business trust, fifty percent (50%) or more of the control of which is owned, directly or indirectly, by the Company.

(c) In the event that, in connection with a Change in Control, outstanding options under the Program or Prior Program are either assumed or converted into substituted options consistent with Section 5, each such assumed or substituted option shall continue to be subject to the same terms and conditions (including, without limitation, with respect to any right to receive replacement options upon option exercise) to which it was subject immediately prior to the transaction resulting in the assumption or substitution.

(d) Upon a Change in Control in which the outstanding Shares are changed into, or exchanged for, property (including cash) other than solely stock or securities of the Company or another corporation (disregarding, for this purpose, cash paid in lieu of fractional shares), each Grantee may elect to receive, immediately following such Change in Control in exchange for cancellation of any stock option or Stock Appreciation Right held by such Grantee immediately prior to the Change in Control, a cash payment, with respect to each Share subject to such option or right, equal to the difference between the value of consideration (as determined by the Committee) received by the shareholders for a Share in the Change in Control, less any applicable purchase price.

14. GENERAL PROVISIONS.

(a) **Nontransferability, Deferrals and Settlements.** Unless otherwise determined by the Committee or provided in a Benefit Agreement, Benefits shall not be transferable by a Grantee except by will or the laws of descent and distribution and shall be exercisable during the lifetime of a Grantee only by such Grantee or his guardian or legal representative. Notwithstanding the foregoing, any transfer of Benefits to independent third parties for cash consideration without shareholder approval is prohibited. Any Benefit shall be null and void and without effect upon any attempted assignment or transfer, except as herein

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provided, including without limitation any purported assignment, whether voluntary or by operation of law, pledge, hypothecation or other disposition, attachment, divorce, trustee process or similar process, whether legal or equitable, upon such Benefit. With respect to Benefits other than options, the Committee may require or permit Grantees to elect to defer the issuance of Shares (with settlement in cash or Shares as may be determined by the Committee or elected by the Grantee in accordance with procedures established by the Committee), or the settlement of Benefits in cash under such rules and procedures as established under the Program to the extent that such deferral complies with Code Section 409A and any regulations or guidance promulgated thereunder. It may also provide that such deferred settlements include the payment or crediting of interest, dividends or dividend equivalents on the deferral amounts.

(b) **No Right to Continued Employment, etc.** Nothing in the Program or in any Benefit granted or any Benefit Agreement or other agreement entered into pursuant hereto shall confer upon any Grantee the right to continue in the employ or service of the Company, any Subsidiary or to be entitled to any remuneration or benefits not set forth in the Program or such Benefit Agreement or other agreement or to interfere with or limit in any way the right of the Company or any such Subsidiary to terminate such Grantee’s employment or service.

(c) **Sale of Subsidiary.** For all purposes hereunder, except as otherwise provided by the Committee, a Grantee’s employment or service with a Subsidiary shall be deemed to be terminated on the day such entity ceases to be a Subsidiary of the Company.

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(d) **Taxes.** The Company shall be entitled to withhold, or require a participant to remit to the Company, the amount of any tax attributable to any amount payable or shares deliverable under the Program. The Company may defer making payment or delivery if any such tax may be pending unless and until indemnified to its satisfaction, and the Company shall have no liability to any participant for exercising the foregoing right. The Committee may, in its sole discretion and subject to such rules as it may adopt, permit or require a Grantee to pay all or a portion of the federal, state and local taxes (under U.S. or non-U.S. jurisdictions), including social security and Medicare withholding tax, arising in connection with the receipt or exercise of any Benefit; by (i) having the Company withhold Shares, (ii) tendering Shares received in connection with such Benefit back to the Company or (iii) delivering other previously acquired Shares having a Fair Market Value approximately equal to the amount to be withheld.

(e) **Amendment and Termination.** The Program may be amended or terminated at any time by action of the Board. However, no amendment may, without shareholder approval: (i) increase the aggregate number of shares available for Benefits (except to reflect an event described in Section 4); (ii) extend the term of the Program; or (iii) change or add a category or categories of individuals who are eligible to participate in the Program. If the Program is not, within twelve months of the Effective Date, approved by a majority of the shares voted at a regular or special meeting of the Company’s shareholders, the Program will terminate and all Benefits made under it will be canceled. No amendment or termination of the Program (other than termination under Section 14(f) below) may materially and adversely modify any person’s rights under the express terms and conditions of an outstanding Benefit without such person’s written consent.

(f) **Duration of Program.** Unless earlier terminated by the Board pursuant to the provisions of the Program, the Program shall expire on the tenth anniversary of its Effective Date. No Benefits shall be granted under the Program after such date.

(g) No Rights to Benefits; No Shareholder Rights.No individual shall have any claim to be granted any Benefit under the Program, and there is no obligation for uniformity of treatment of Grantees. No individual shall have any right to a Benefit or to payment or settlement under any Benefit unless and until the Committee or its designee shall have determined that a Benefit or payment or settlement is to be made. Except as provided specifically herein, a Grantee or a transferee of a Benefit shall have no rights as a shareholder with respect to any Shares covered by the Benefit until the date of the issuance of such Shares.

(h) Unfunded Status of Benefits.The Program is intended to constitute an “unfunded” plan for purposes of incentive and deferred compensation. With respect to any payments not yet made to a Grantee pursuant to a Benefit, nothing contained in the Program or any Benefit shall give any such Grantee any rights that are greater than those of a general creditor of the Company.

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(i) No Fractional Shares.No fractional Shares shall be issued or delivered pursuant to the Program or any Benefit. The Committee shall determine whether cash, other Benefits, or other property shall be issued or paid in lieu of such fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

(j) Regulations and Other Approvals.The obligation of the Company to sell or deliver Shares with respect to any Program Benefit shall be subject to all applicable laws, rules and regulations, including all applicable securities laws, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Committee.

(k) Listing, Registration or Qualification of Shares.Each Benefit is subject to the requirement that, if at any time the Committee determines, in its sole discretion, that the listing, registration or qualification of Shares issuable pursuant to the Program is required by any securities exchange or under any state or federal law (or corresponding requirements under applicable laws in non-U.S. jurisdictions), or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of a Benefit or the issuance of Shares, no such Benefit shall be granted or payment made or Shares issued, in whole or in part, unless listing, registration, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Committee.

(l) Restricted Securities.If the disposition of Shares acquired pursuant to the Program is not covered by a then current registration statement under the Securities Act of 1933 (the “Securities Act”), and is not otherwise exempt from such registration, then such Shares shall be restricted against transfer to the extent required by the Securities Act or regulations thereunder and the Committee may require a Grantee receiving Shares pursuant to the Program, as a condition precedent to receipt of such Shares, to represent to the Company in writing that the Shares acquired by such Grantee is acquired for investment only and not with a view to distribution.

(m) Section 409A.Notwithstanding any provision of the Program, to the extent that any Benefit would be subject to Code Section 409A, no such Benefit may be granted if it would fail to comply with the requirements set forth in Code Section 409A. To the extent that the Committee determines that the Program or any Benefit is subject to Code Section 409A and fails to comply with the requirements of Code Section 409A, notwithstanding anything to the contrary contained in the Program or in any Benefit Agreement, the Committee reserves the right to amend or terminate the Program and/or amend, restructure, terminate or replace the Benefit, without the consent of the Grantee, to cause the Benefit to either not be subject to Code Section 409A or to comply with the applicable provisions of such section. In addition, for each Benefit subject to Code Section 409A, a termination of employment or service with the Company and its Subsidiaries shall be deemed to have occurred under the Program with respect to such award on the first day on which an individual has experienced a “separation from service” within the meaning of Code Section 409A.

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(n) Governing Law.The Program and all determinations made and actions taken pursuant hereto shall be governed by the laws of the State of Illinois without giving effect to the conflict of laws principles thereof.

(o) Construction.Any reference in the Program to any law, statute, rule, regulation, or official guidance thereunder, shall be construed as a reference to such law, statute, rule, regulation, or official guidance, as the same may be amended, from time to time, or any successor provision to such law, statute, rule, regulation or official guidance.

(p) Effective Date.This Program shall become effective as of April 24, 2009 (the “Effective Date”), subject to the approval of the shareholders of the Company.

15. DEFINITIONS. For purposes of the Program, the following terms shall be defined as set forth below:

- (a) “Benefit” means a grant under the Program of any of the types of awards described in Section 5.
- (b) “Benefit Agreement” means any written agreement, contract, or other instrument or document evidencing the terms and conditions of a Benefit.
- (c) “Board” means the Board of Directors of the Company.
- (d) “Change in Control” has the meaning ascribed to it in Section 13.
- (e) “Code” means the Internal Revenue Code of 1986.
- (f) “Committee” has the meaning ascribed to it in Section 2.
- (g) “Company” or “Abbott” means Abbott Laboratories, a corporation organized under the laws of the State of Illinois, or any successor corporation.

- (h) “Covered Employee” has the meaning ascribed to it in Code Section 162(m)(3).
- (i) “Effective Date” has the meaning ascribed to it in Section 14(p).
- (j) “Exchange Act” means the Securities Exchange Act of 1934.
- (k) “Fair Market Value” means, with respect to Shares or other property, the fair market value of such Share or other property determined by such methods or procedures as shall be established from time to time by the Committee.
- (l) “Full Value Award” means any Benefit, other than an option or Stock Appreciation Right, which Benefit is settled in Shares.
- (m) “Grantee” means a person who, as a Non-Employee Director of the Company or an employee of the Company or a Subsidiary of the Company, or a beneficiary or estate of such person, has been granted a Program Benefit.

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- (n) “Non-Employee Director” means a member of the Board who is not a full-time employee of the Company or any of its Subsidiaries.
- (o) “Nonqualified Stock Option” means any option that is not intended to be designated as an incentive stock option within the meaning of Code Section 422.
- (p) “option” means a contractual right, granted to a Grantee under the Program, to purchase Shares at a specified price.
- (q) “optionee” means a person who, as a Non-Employee Director of the Company or an employee of the Company or a Subsidiary of the Company, or a beneficiary or estate of such person, has been granted an option.
- (r) “Other Share-Based Award” means a Benefit granted to a Grantee pursuant to Section 9, which may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Shares.
- (s) “Performance Goals” has the meaning ascribed to it in Section 8.
- (t) “Prior Program” means the Abbott Laboratories 1996 Incentive Stock Program.
- (u) “Program” means this Abbott Laboratories 2009 Incentive Stock Program, as amended from time to time.
- (v) “replacement options” has the meaning ascribed to it in Section 6(b).
- (w) “Restricted Stock” or “Restricted Stock Award” means Shares awarded to a Grantee under Section 7(a), without payment, as compensation for services to the Company or its Subsidiaries, that are subject to vesting restrictions, which may include the attainment of specified Performance Goals.
- (x) “Restricted Stock Unit” means a contractual right to receive a number of Shares or an amount of cash equal to the value of that number of Shares corresponding to the number of units granted to a Grantee, without payment, as compensation for services to the Company or its Subsidiaries, which right may be subject to vesting restrictions including the attainment of Performance Goals.
- (y) “Senior Vice President, Human Resources” means the Company’s Senior Vice President, Human Resources, or the individual holding the equivalent duties and responsibilities.
- (z) “Shares” means common shares of the Company.
- (aa) “Stock Appreciation Right” means an Other Share-Based Award, payable in cash or Shares, that entitles a Grantee upon exercise to the excess of the Fair Market Value of the Shares underlying the Benefit over a base price established by the Committee in respect of such Shares.

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- (bb) “Subsidiary” has the meaning ascribed to it in Section 13(b).
- (cc) “Treasury Regulations” means the Federal tax regulations promulgated by the United States Department of Treasury.

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Abbott Laboratories and Subsidiaries

Computation of Ratio of Earnings to Fixed Charges

(Unaudited)

(dollars in millions)

	Three Months Ended March 31, 2014
Earnings from Continuing Operations	\$ 339
Add (deduct):	
Taxes on earnings	84
Capitalized interest cost, net of amortization	7
Noncontrolling interests	3
Earnings from Continuing Operations, as adjusted	<u>433</u>
Fixed Charges:	
Interest on long-term and short-term debt	39
Capitalized interest cost	3
Rental expense representative of an interest factor	21
Total Fixed Charges	<u>63</u>
Total adjusted earnings available for payment of fixed charges	<u>\$ 496</u>
Ratio of earnings to fixed charges	<u>7.9</u>

NOTE: For the purpose of calculating this ratio, (i) earnings from continuing operations have been calculated by adjusting earnings for taxes on earnings; interest expense; capitalized interest cost, net of amortization; noncontrolling interests; and the portion of rentals representative of the interest factor, (ii) Abbott considers one-third of rental expense to be the amount representing return on capital, and (iii) fixed charges comprise total interest expense, including capitalized interest and such portion of rentals.

**Certification of Chief Executive Officer
Required by Rule 13a-14(a) (17 CFR 240.13a-14(a))**

I, Miles D. White, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Abbott Laboratories;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Abbott as of, and for, the periods presented in this report;
4. Abbott's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Abbott and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Abbott, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of Abbott's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in Abbott's internal control over financial reporting that occurred during Abbott's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, Abbott's internal control over financial reporting; and
5. Abbott's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Abbott's auditors and the audit committee of Abbott's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Abbott's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in Abbott's internal control over financial reporting.

Date: May 7, 2014

/s/ Miles D. White

Miles D. White, Chairman of the Board and
Chief Executive Officer

**Certification of Chief Financial Officer
Required by Rule 13a-14(a) (17 CFR 240.13a-14(a))**

I, Thomas C. Freyman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Abbott Laboratories;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Abbott as of, and for, the periods presented in this report;
4. Abbott's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Abbott and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to Abbott, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of Abbott's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in Abbott's internal control over financial reporting that occurred during Abbott's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, Abbott's internal control over financial reporting; and
5. Abbott's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to Abbott's auditors and the audit committee of Abbott's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Abbott's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in Abbott's internal control over financial reporting.

Date: May 7, 2014

/s/ Thomas C. Freyman

Thomas C. Freyman, Executive Vice President,
Finance and Chief Financial Officer

**Certification Pursuant To
18 U.S.C. Section 1350
As Adopted Pursuant To
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Abbott Laboratories (the "Company") on Form 10-Q for the period ended March 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), I, Miles D. White, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Miles D. White

Miles D. White

Chairman of the Board and

Chief Executive Officer

May 7, 2014

A signed original of this written statement required by Section 906 has been provided to Abbott Laboratories and will be retained by Abbott Laboratories and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Pursuant To
18 U.S.C. Section 1350
As Adopted Pursuant To
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Abbott Laboratories (the "Company") on Form 10-Q for the period ended March 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), I, Thomas C. Freyman, Executive Vice President, Finance and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Thomas C. Freyman

Thomas C. Freyman

Executive Vice President, Finance
and Chief Financial Officer

May 7, 2014

A signed original of this written statement required by Section 906 has been provided to Abbott Laboratories and will be retained by Abbott Laboratories and furnished to the Securities and Exchange Commission or its staff upon request.
