

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Abbott Laboratories

(Exact name of registrant as specified in its charter)

Illinois

(State or other jurisdiction of
incorporation or organization)

36-0698440

(I.R.S. Employer
Identification No.)

**Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois**

(Address of Principal Executive Offices)

60064-6400

(Zip Code)

ABBOTT LABORATORIES DEFERRED COMPENSATION PLAN

(Full title of the plan)

Hubert L. Allen

Abbott Laboratories

100 Abbott Park Road

Abbott Park, Illinois 60064-6400

(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(224) 667-6100**

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 | <input checked="" type="checkbox"/> | | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | | Smaller reporting company | <input type="checkbox"/> |

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share (a) | Proposed maximum aggregate offering price (a) | Amount of registration fee (a) |
|--|----------------------------|--|---|--------------------------------------|
| Deferred Obligations | \$ 150,000,000 | N/A | \$ 150,000,000 | \$ 17,430 |
| (a) The deferred obligations are unsecured obligations of Abbott Laboratories to pay deferred compensation in the future in accordance with the terms of the Abbott Laboratories Deferred Compensation Plan. | | | | |

Pursuant to General Instruction E, the contents of Abbott Laboratories Non-Qualified Deferred Compensation Plan Registration Statement on Form S-8 (File no. 333-74220) are incorporated herein by reference.

Part II. Information Required in the Registration Statement

See Exhibit Index, which is incorporated herein by reference.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, and State of Illinois, on June 5, 2015.

ABBOTT LABORATORIES

By: /s/ Miles D. White
Miles D. White,
Chairman of the Board and
Chief Executive Officer

Each person whose signature appears below constitutes and appoints Miles D. White and Hubert L. Allen, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|--------------|
| <u>/s/ Miles D. White</u> Miles D. White | Chairman of the Board, Chief Executive Officer, and Director | June 5, 2015 |
| <u>/s/ Brian B. Yoor</u> Brian B. Yoor | Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | June 5, 2015 |
| <u>/s/ Robert E. Funck</u> Robert E. Funck | Vice President, Controller (Principal Accounting Officer) | June 5, 2015 |
| <u>/s/ Robert J. Alpern, M.D.</u> Robert J. Alpern, M.D. | Director | June 5, 2015 |
| <u>/s/ Roxanne S. Austin</u> Roxanne S. Austin | Director | June 5, 2015 |
| <u>/s/ Sally E. Blount, Ph.D.</u> Sally E. Blount, Ph.D. | Director | June 5, 2015 |
| <u>/s/ W. James Farrell</u> W. James Farrell | Director | June 5, 2015 |
| <u>/s/ Edward M. Liddy</u> Edward M. Liddy | Director | June 5, 2015 |

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|----------------------------|----------|--------------|
| <u>/s/ Nancy McKinstry</u> | Director | June 5, 2015 |
|----------------------------|----------|--------------|

| | | |
|---|----------|--------------|
| <u>/s/ Phebe N. Novakovic</u> Phebe N. Novakovic | Director | June 5, 2015 |
| <u>/s/ William A. Osborn</u> William A. Osborn | Director | June 5, 2015 |
| <u>/s/ Samuel C. Scott III</u> Samuel C. Scott III | Director | June 5, 2015 |
| <u>/s/ Glenn F. Tilton</u> Glenn F. Tilton | Director | June 5, 2015 |

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 4 | Abbott Laboratories Deferred Compensation Plan, as amended, filed as Exhibit 10.2 to the 2014 Abbott Laboratories Annual Report on Form 10-K. |
| 5 | Opinion of Mayer Brown LLP. |
| 23.1 | Consent of Mayer Brown LLP is included in the opinion filed as Exhibit 5 hereto. |
| 23.2 | Consent of Ernst & Young LLP. |
| 23.3 | Consent of Deloitte & Touche LLP. |
| 24 | Power of Attorney is included on the signature page. |

Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606-4637

Main Tel (312) 782-0600
Main Fax (312) 701-7711
www.mayerbrown.com

June 5, 2015

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400

Re: Abbott Laboratories Deferred Compensation Plan

Ladies and Gentlemen:

We have acted as special counsel to Abbott Laboratories, an Illinois corporation (the "Company"), in connection with the registration under the Securities Act of 1933 on a registration statement on Form S-8 (the "Registration Statement") of \$150,000,000 of unsecured obligations (the "Deferred Compensation Obligations") of the Company to pay deferred compensation in the future in accordance with the Abbott Laboratories Deferred Compensation Plan (the "Plan"). In connection therewith, we have examined such documents and instruments as we have deemed necessary for the purposes of this opinion.

Based upon the foregoing, we are of the opinion that the Deferred Compensation Obligations, when incurred in accordance with the terms of the Plan, will be valid and binding obligations of the Company, enforceable in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency or other laws of general applicability relating to or affecting enforcement of creditors' rights or by general equity principles.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Mayer Brown LLP

Mayer Brown LLP

Mayer Brown LLP operates in combination with our associated English limited liability partnership and Hong Kong partnership (and its associated entities in Asia).

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Abbott Laboratories Deferred Compensation Plan of Abbott Laboratories of our reports dated February 27, 2015, with respect to the consolidated financial statements and schedule of Abbott Laboratories and subsidiaries and the effectiveness of internal control over financial reporting of Abbott Laboratories and subsidiaries included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois

June 5, 2015

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2014 (February 27, 2015 as to Note 3), relating to the financial statements and financial statement schedule of Abbott Laboratories and subsidiaries (the "Company"), as of and for each of the two years in the period ended December 31, 2013 (which reports express an unqualified opinion and include an explanatory paragraph regarding the retrospective adjustment to reflect the developed markets branded generics pharmaceuticals and the animal health businesses as discontinued operations and the distribution of the shares of AbbVie Inc. to the Company's shareholders), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2014.

/s/ Deloitte & Touch LLP

Chicago, Illinois
June 5, 2015
