

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

MEDISENSE, INC.
(NAME OF SUBJECT COMPANY)

AAC ACQUISITION, INC.,
a wholly owned subsidiary of
ABBOTT LABORATORIES

(BIDDERS)

Common Stock and
Class B Common Stock

(TITLE OF CLASS OF SECURITIES)

584960108

(CUSIP NUMBER OF CLASS OF SECURITIES)

Jose M. de Lasa
Senior Vice President, Secretary
and General Counsel
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-3500
(848)937-6100

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON
BEHALF OF BIDDER)

Copy to:
Robert A. Helman
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, IL 60603
(312)782-0600

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1. Name of Reporting Person: AAC Acquisition, Inc.
SS or IRS Identification No. of Above Person: None.
Name of Reporting Person: Abbott Laboratories
SS or IRS Identification No. of Above Person: 36-0698440
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2. Check the Appropriate Box if a Member of a Group: (a) / /
(b) / /
-
3. SEC Use Only:
-
4. Sources of Funds: WC
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5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): / /
-
6. Citizenship or Place of Organization: Massachusetts (AAC Acquisition, Inc.); Illinois (Abbott Laboratories)
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7. Aggregate Amount Beneficially Owned by Each Reporting Person: 19,861,187 Shares
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8. Check if the Aggregate in Row (7) Excludes Certain Shares: / /
-
9. Percent of Class Represented by Amount in Row (7): 98.37%
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10. Type of Reporting Person: CO (AAC Acquisition, Inc.)
CO (Abbott Laboratories)
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This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule 14D-1 dated April 4, 1996, as amended (the "Schedule 14D-1") of Abbott Laboratories, an Illinois corporation ("Parent"), and AAC Acquisition, Inc., a Massachusetts corporation and wholly-owned subsidiary of Parent (the "Purchaser"), filed in connection with the Purchaser's offer to purchase any and all shares of the common stock, \$.01 par value per share (the "Common Stock") and Class B common stock, \$.01 par value per share (the "Class B Common Stock" and together with the Common Stock, the "Shares") of MediSense, Inc., a Massachusetts corporation (the "Company"), upon the terms and subject to the conditions set forth in the Schedule 14D-1 (the "Offer"). Capitalized terms used but not otherwise defined herein shall have the meanings assigned to those terms in the Schedule 14D-1.

ITEM 5. PURPOSE OF THE TENDER OFFER AND PLANS OR PROPOSALS OF THE BIDDER.

On May 2, 1996, pursuant to the terms of the Merger Agreement, Richard C.E. Morgan, John F. Gaither, Jr., Raymond D. Oddi, Kenneth E. Quickel, Jr., M.D., Peter R. Rosenblatt and James R. Tobin each resigned as directors of the Company and Gary P. Coughlan, Miles D. White and Jose M. de Lasa, designees of Parent, were elected as directors of the Company.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Purchaser has been informed that, notwithstanding an earlier report from the Depositary, a total of 19,861,187 Shares in fact were validly tendered and not withdrawn as of the expiration of the Offer, including 2,217,972 Shares which were tendered pursuant to guaranteed delivery procedures. Purchaser has accepted for payment all Shares validly tendered and not withdrawn prior to the expiration of the Offer. As a result, Parent and Purchaser beneficially own 98.37% of the outstanding Shares on a fully diluted basis.

Due to the reliance by the Purchaser on the Depositary's earlier report, the Purchaser previously reported that fewer Shares had been tendered in response to the Offer.

SIGNATURE

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

Dated: May 2, 1996

AAC ACQUISITION, INC.

/s/ Gary P. Coughlan

Name: Gary P. Coughlan
Title: Vice President and Treasurer

ABBOTT LABORATORIES

/s/ Gary P. Coughlan

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