

ABBOTT LABORATORIES

Form 4

January 06, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fain Eric S

(Last) (First) (Middle)

100 ABBOTT PARK ROAD

(Street)

ABBOTT PARK, IL 60064-6400

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ABBOTT LABORATORIES [ABT]

3. Date of Earliest Transaction
(Month/Day/Year)

01/04/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common shares without par value	01/04/2017		A	113,827	A <u>(1)</u> 115,327	D	
Common shares without par value	01/04/2017		A	322,461	A <u>(2)</u> <u>(3)</u> 437,788	D	
Common shares without par value	01/04/2017		A	<u>(4)</u> 50,761	A \$ 0 488,549	D	

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Common
shares
without par
value

01/04/2017

A

32,418
(5) (6)

A

\$ 0

520,968

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 28.5	01/04/2017		A		44,387		<u>(7)(8)</u>	12/10/2021	Common shares without par value	44,387
Option (right to buy)	\$ 33.14	01/04/2017		A		85,864		<u>(7)(9)</u>	12/08/2022	Common shares without par value	85,864
Option (right to buy)	\$ 29.56	01/04/2017		A		163,268		<u>(7)(10)</u>	12/07/2023	Common shares without par value	163,268

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fain Eric S 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

/s/ John A. Berry, by power of attorney for Eric S. Fain

01/06/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On January 4, 2017, Abbott Laboratories ("Abbott") acquired St. Jude Medical, Inc. ("St. Jude Medical") pursuant to the Agreement and Plan of Merger by and among Abbott, St. Jude Medical, Vault Merger Sub, Inc. and Vault Merger Sub, LLC dated as of April 27, 2016 (the "Merger Agreement"). Upon the First Effective Time (as defined in the Merger Agreement), each outstanding St. Jude Medical common share (other than certain shares identified in the Merger Agreement) was converted into the right to receive (a) \$46.75 in cash, without interest, and (b) 0.8708 common shares of Abbott.

(2) Pursuant to terms of the Merger Agreement, at the First Effective Time, each vested St. Jude Medical stock option was deemed exercised pursuant to a cashless exercise and deemed settled by issuance of a number of St. Jude Medical shares equal to the difference (rounded down to the nearest whole share, but with any partial shares otherwise issuable settled in cash) of (a) the number of St. Jude Medical common shares subject to such surrendered St. Jude Medical option as of immediately prior to the First Effective Time minus (b) the number of whole and partial (computed to the nearest four decimal places) St. Jude Medical common shares that, when multiplied by \$80.82 (the closing price of a St. Jude Medical common share on January 4, 2017), is equal to the aggregate exercise price of such surrendered St. Jude Medical option. (Continued in footnote 3).

(3) Such St. Jude Medical common shares were then canceled and converted into the right to receive the merger consideration with respect to each St. Jude Medical common share issued in respect of the stock option, less any applicable withholding taxes.

(4) These shares represent restricted stock awards under the Abbott Laboratories 2009 Incentive Stock Program. These awards have a 3-year term and are scheduled to vest on January 4, 2020. The award includes the right to have shares withheld for tax purposes.

(5) Pursuant to terms of the Merger Agreement, at the First Effective Time, each unvested St. Jude Medical restricted stock unit award was canceled and converted into a restricted stock unit award, with substantially the same terms and conditions as were applicable to such St. Jude Medical award (except that, subject to the holder's continued employment, the award will fully vest to the extent unvested on the second anniversary of the First Effective Time), that is settleable with respect to a number of Abbott common shares equal to the product (rounded to the nearest whole share) of (a) the number of St. Jude Medical shares subject to such award multiplied by (b) 2.0850 (the "Stock Award Exchange Ratio").

(6) 15,982 restricted stock units are scheduled to vest on December 17, 2017 and will be settled promptly thereafter, 10,657 restricted stock units are scheduled to vest on December 17, 2018 and will be settled promptly thereafter, and 5,779 restricted stock units are scheduled to vest on January 4, 2019 and will be settled December 17, 2019.

(7) Pursuant to terms of the Merger Agreement, at the First Effective Time, each unvested St. Jude Medical stock option was canceled and converted into an option to acquire, on substantially the same terms and conditions (except that, subject to the holder's continued employment, the option will fully vest to the extent unvested on the second anniversary of the First Effective Time), a number of Abbott common shares equal to the product (rounded down to the nearest whole share) of (a) the number of St. Jude Medical common shares subject to such option multiplied by (b) the Stock Award Exchange Ratio, at an exercise price per Abbott common share equal to the quotient (rounded up to the nearest whole cent) of (i) the per share exercise price for the St. Jude Medical common shares subject to such assumed option as of immediately prior to the First Effective Time divided by (ii) the Stock Award Exchange Ratio.

(8) These options are scheduled to vest on December 17, 2017.

(9) 42,932 options are scheduled to vest on December 17, 2017 and 42,932 options are scheduled to vest on December 17, 2018.

(10) 54,422 options are scheduled to vest on December 17, 2017, 54,422 options are scheduled to vest on December 17, 2018 and 54,424 options are scheduled to vest on January 4, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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