



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

February 8, 2012

John A. Berry
Abbott Laboratories
john.berry@abbott.com

Re: Abbott Laboratories
Incoming letter dated December 22, 2011

Dear Mr. Berry:

This is in response to your letters dated December 22, 2011 and February 6, 2012 concerning the shareholder proposal submitted to Abbott by the AFSCME Employees Pension Plan. We also have received a letter from the proponent dated January 25, 2012. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu
Senior Special Counsel

Enclosure

cc: Charles Jurgonis
Plan Secretary
America Federation of State, County and Municipal Employees, AFL-CIO
1625 L Street, N.W.
Washington, DC 20036-5687

February 8, 2012

**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Abbott Laboratories
Incoming letter dated December 22, 2011

The proposal requests that the board authorize the preparation of a report on lobbying contributions and expenditures that contains information specified in the proposal.

We are unable to concur in your view that Abbott may exclude the proposal under rule 14a-8(i)(10). Based on the information you have presented, it does not appear that Abbott's public disclosures compare favorably with the guidelines of the proposal. Accordingly, we do not believe that Abbott may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

We are unable to concur in your view that Abbott may exclude the proposal under rule 14a-8(i)(3). We are unable to conclude that the proposal is so inherently vague or indefinite that neither the shareholders voting on the proposal, nor the company in implementing the proposal, would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires. Accordingly, we do not believe that Abbott may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(3).

Sincerely,

Sonia Bednarowski
Attorney-Adviser

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

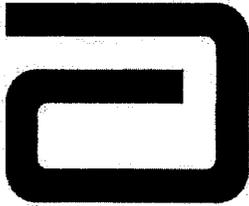
Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

John A. Berry
Divisional Vice President and
Associate General Counsel

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Securities and Benefits
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February 6, 2012

Via Email

Shareholderproposals@sec.gov
Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

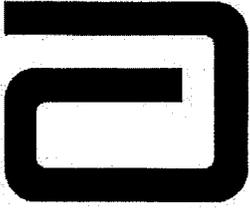
Re: Abbott Laboratories—Shareholder Proposal Submitted by the AFSCME Employees Pension Plan—Response to Proponent’s Letter

Ladies and Gentlemen:

By letter dated December 22, 2011, Abbott Laboratories requested confirmation that the Staff will not recommend enforcement action if, in reliance on Rule 14a-8, Abbott excludes a proposal relating to lobbying submitted by the AFSCME Employees Pension Plan from the proxy materials for Abbott’s 2012 annual shareholders’ meeting. By letter dated January 25, 2012, the Proponent submitted a letter to the Staff requesting that the Staff decline our request to exclude the Proposal from Abbott’s proxy statement. Capitalized terms are used with the meanings assigned in our initial no-action request.

We reaffirm, but do not repeat in this letter, the explanation of the grounds for exclusion presented in our initial no-action request. We do, however, respond to some of the points made in the Proponent’s January 25 letter.

The Proponent argues that Abbott has not substantially implemented the objective of the Proposal because Abbott does not disclose the requested information in a single, formal “report.” However, the Staff has acknowledged in prior no-action letters that a proposal requesting a report can be excluded pursuant to Rule 14a-8(i)(10) as substantially implemented where the company makes information available in multiple places, without the issuance of a single, formal document identified as a “report.” For example, the Staff permitted Exxon to exclude a proposal to provide a report regarding political contributions and expenditures and to post such report on Exxon’s website. The SEC agreed that the proposal was substantially implemented even though the requested disclosures appeared on two separate political contribution and political activities pages on Exxon’s website. *Exxon Mobil Corporation* (Mar. 23, 2009). See also *PG&E Corporation* (Mar. 10, 2010), where the Staff agreed that a shareholder proposal requesting that the company provide a semiannual report about specified elements of its charitable contributions was substantially implemented where the elements of the requested disclosure appeared across multiple company web pages and one external web page. While that proposal requested a semiannual report, PG&E stated that its website was updated annually. According to PG&E, the information on the web pages provided “the majority of the information requested by the Proposal.” The Staff found that “PG&E’s policies, practices and procedures compare favorably with the guidelines of the proposal.” As we described in our original letter, Abbott’s existing disclosures compare favorably to

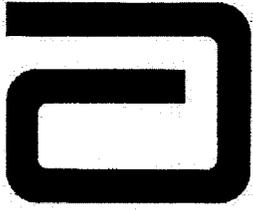


those requested by the Proposal. The fact that not all of the disclosures appear in the same place does not change this analysis.

The Proponent dismisses the argument that the term “lobbying” is used in a vague and indefinite manner in the Proposal by referring to only one definition found in the Merriam Webster Dictionary. However, that same dictionary also provides a second alternative definition of lobbying: “to attempt to influence or sway (as a public official) toward a desired action.” The example included in our original no-action request – that the hiring of outside counsel to demonstrate to the Environmental Protection Agency that Abbott is in compliance with environmental regulations could be considered lobbying – falls squarely within the second Merriam Webster definition. Such efforts clearly constitute an attempt to influence or sway a public official towards a desired action, such as selecting one piece of control equipment versus another. As this example illustrates, the very dictionary that Proponent selected demonstrates that the term “lobbying” is subject to different interpretations. As a result, the Company and its shareholders will not know what information the Proposal would require to be disclosed.

In addition to the multiple definitions of lobbying found in the Merriam Webster Dictionary, applicable laws and regulations define the term “lobbying” differently. For example, the definition of lobbying used to determine nondeductible lobbying expenses under the Internal Revenue Code differs from the definition of lobbying under the federal Lobbying Disclosure Act. These federal definitions also differ from the definitions of “lobbying” found in many state and local laws. In light of the varying definitions of lobbying, the Proposal’s use of that term without further guidance makes it unclear what the proposed report should disclose.

The Proponent’s January 25 letter itself highlights that the Proposal is vague and indefinite. For example, although the Proposal does not specify that the report must be a single document or that all components of the report must be posted in a single location on Abbott’s website, the Proponent’s letter states for the first time that having a single report is an essential objective of the Proposal. Further, the Proponent’s clarification in its January 25 letter of what is meant by the term “decision making process” is not part of the Proposal or the supporting statement. That clarification does not eliminate the vague and indefinite nature of the term as used in the Proposal. Similarly, the letter’s statement of intention regarding the inclusion of the word “indirect” does not clarify the Proposal in the form that would be submitted to shareholders assuming it were required to be included in Abbott’s proxy statement. The Proponent asserts that Abbott should not have difficulty understanding what is meant by indirect lobbying because it already must distinguish between deductible and non-deductible trade association dues for tax purposes. However, the Internal Revenue Code provision governing the deductibility standards for trade association dues is not limited to lobbying expenditures, and moreover, does not use the term “indirect” lobbying. Rather, it broadly prohibits deductions for lobbying and political expenditures as a whole, and, as such, does not necessarily provide the precision that the Proponent implies. Therefore, the IRS’s deductibility standards cannot be treated as a proxy for easily identifying indirect lobbying expenses. Finally, the Proponent’s letter states that the Proposal seeks full disclosure of trade association lobbying expenditures based on Abbott’s lobbying contributions. Notwithstanding this assertion, the precise information requested is not specified by the Proposal itself. Therefore, based on the language contained in the Proposal, the Company and its shareholders will not know what information the Proposal requires.



For the foregoing reasons and the reasons set forth in my letter dated December 22, 2011, I request your confirmation that the Staff will not recommend any enforcement action to the Commission if the Proposal is omitted from Abbott's 2012 proxy materials. To the extent that the reasons set forth in this letter are based on matters of law, pursuant to Rule 14a-8(j)(2)(iii) this letter also constitutes an opinion of counsel of the undersigned as an attorney licensed and admitted to practice in the State of Illinois.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that we may omit the Proposal from our 2012 proxy materials, please contact me by phone at 847.938.3591 or via e-mail at John.Berry@abbott.com or contact Steven Scroggham by phone at 847.938.6166 or via e-mail at Steven.Scroggham@abbott.com. We may also be reached by facsimile at 847.938.9492. We would appreciate it if you would send your response to us via email or by facsimile. The Proponent may be reached by phone at 202.429.1007.

Very truly yours,

John A. Berry
Divisional Vice President,
Associate General Counsel, and
Assistant Secretary

Enclosures

cc: Charles Jurgonis
AFSCME Employees Pension Plan
1625 L Street, N.W.
Washington, D.C. 20036-5687



EMPLOYEES PENSION PLAN

Committee

Gerald W. McEntee

Lee A. Saunders

Edward J. Keller

Kathy J. Sackman

Lonita Waybright

January 25, 2012

VIA EMAIL (shareholderproposals@sec.gov)

Securities and Exchange Commission

Division of Corporation Finance

Office of Chief Counsel

100 F Street, NE

Washington, DC 20549

Re: Shareholder proposal of AFSCME Employees Pension Plan; request by Abbott Laboratories for no-action determination

Dear Sir/Madam:

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the AFSCME Employees Pension Plan (the "Plan") submitted to Abbott Laboratories ("Abbott") a shareholder proposal (the "Proposal") asking Abbott to provide an annual report disclosing its policies and procedures related to lobbying as well as certain information regarding payments used for lobbying.

In a letter dated December 22, 2011 (the "No-Action Request"), Abbott stated that it intends to omit the Proposal from its proxy materials being prepared for the 2012 annual meeting of shareholders. Abbott claims that it may exclude the Proposal pursuant to Rule 14a-8(i)(10), as substantially implemented, and Rule 14a-8(i)(3), on the ground that the Proposal is materially false or misleading.

As discussed more fully below, Abbott has not met its burden of establishing its entitlement to rely on either of those exclusions. Accordingly, the Plan respectfully asks the Staff to decline to grant the relief requested by Abbott.

The Proposal

The Proposal urges Abbott to report annually on:

"1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company's behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.

American Federation of State, County and Municipal Employees, AFL-CIO

TEL (202) 775-8142 FAX (202) 785-4606 1625 L Street, N.W., Washington, D.C. 20036-5687

2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.
3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by the management and Board for
 - a. direct and indirect lobbying contribution or expenditure; and
 - b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a 'grassroots lobbying communication' is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation."

The Proposal's supporting statement asserts shareholders' need to evaluate the potential impact on share value of the company's lobbying expenditures, highlighting, as an example, the inconsistency between Abbott's public position favoring limiting CO2 emissions and advocacy undertaken by the U.S. Chamber of Commerce, of which Abbott is a member and to which Abbott makes significant contributions, to oppose measures that would address climate change. The supporting statement also discusses gaps in current lobbying disclosure rules and the extent of Abbott's federal and state lobbying expenses as reported in federal lobbying reports and in reports filed in nine states of the states that require lobbying disclosure.

Abbott Has Not Substantially Implemented the Proposal Because the Proposal's Essential Objective is to Obtain Coordinated and Comprehensive Disclosure Not Provided in Abbott's Current Disclosure Regime

Rule 14a-8(i)(10) permits a company to omit a shareholder proposal if the company has "substantially implemented" the proposal. The company's actions need not be precisely the same ones requested in proposal, but the proposal's essential objective must be satisfied and the company's actions must "compare favorably" to the steps requested in the proposal. (See Texaco, Inc. (publicly available Mar. 28, 1991))

Abbott points to its website disclosures and to information available in public filings pursuant to lobbying disclosure rules, as substantially implementing the Proposal. This information fails to satisfy the essential objective of the Proposal, which is to obtain a coordinated report that comprehensively discloses to shareholders the company's lobbying policies, procedures, and expenditures (both direct and indirect), for the following reasons:

- The Proposal requests that Abbott bring together for its shareholders in a single report information about all of Abbott's lobbying activities, direct and indirect. The provision of piecemeal disclosure that is available from a variety of sources – and that, as discussed below, does not cover all of the lobbying expenditures identified in the Proposal – does not accomplish this objective, as it forces shareholders to engage in extensive research to assemble, analyze, and coordinate information, all of which is already in Abbott's possession.
- There are significant gaps in Abbott's current disclosures on this subject. Some states do not require public disclosure of lobbying expenditures; relying on existing public filings to disclose lobbying on the state level leaves shareholders substantially uninformed about the full range of Abbott's lobbying expenditures and activities.
- The Proposal seeks full disclosure of trade association lobbying expenditures based on Abbott contributions. A mere list of the trade associations that engage in political activity AND to which Abbott pays dues of more than \$100,000 per year fails to adequately inform Abbott shareholders in numerous ways:
 - The Proposal requests information on all trade associations to which Abbott contributes, while Abbott's list focuses exclusively on trade associations to which Abbott contributes \$100,000/year or more.
 - The Proposal asks for information about the amounts Abbott contributes that are used for lobbying purposes by trade associations; simply identifying trade association memberships does not allow shareholders to understand Abbott's indirect lobbying expenditures.
- The Proposal asks Abbott to identify tax-exempt organizations to which Abbott belongs that write and endorse model legislation, and to disclose its payments to such organizations. Abbott does neither of those things.
- The Proposal asks Abbott to disclose its policies and procedures governing lobbying; the website materials to which Abbott refers on page 5 of its No-Action Request do not include any document outlining the company's policies or procedures related to lobbying. Brief text on the "Corporate Political Contributions and Memberships" page of this website (http://www.abbott.com/global/url/content/en_US/70.20.35:35/general_content/General_Content_00170.htm) discusses Abbott's approach to election-related political contributions, but is silent on lobbying. That Abbott has created a webpage dedicated to disclosure of its political contributions and expenditures fails by definition to satisfy the Proposal, as the Proposal seeks disclosure specifically of lobbying as distinguished from political contributions.

This list of deficiencies demonstrates that Abbott has not substantially implemented the Proposal. Both the form of Abbott's current disclosures—scattered filings with numerous government entities in different locations, as well as some website disclosure regarding trade associations—and the substance of Abbott's disclosures fall significantly short of what the Proposal seeks. Accordingly, Abbott should not be permitted to exclude the Proposal under Rule 14a-8(i)(10).

The Proposal Defines Key Terms With Enough Specificity That Both Shareholders and Abbott Can Determine What the Proposal Requests

Abbott claims that the Proposal is excessively vague and thus excludable pursuant to Rule 14a-8(i)(3) as materially false or misleading.

First, Abbott points to the term "lobbying," arguing that its meaning is unclear. "Lobbying" is not an obscure or technical term. The Merriam Webster Dictionary says that "to lobby" means "to conduct activities aimed at influencing public officials and especially members of a legislative body on legislation." (available at <http://www.merriam-webster.com/dictionary/lobby>) The examples suggested by Abbott as showing that the Proposal would sweep too broadly—hiring a lawyer to demonstrate to the EPA that Abbott is in compliance with environmental regulations, for instance—would not be included in the dictionary definition, as they do not constitute an effort to influence legislation or regulation and are ordinary legal compliance efforts.

Similarly, Abbott's objection, on grounds of vagueness, to the Proposal's request that Abbott include "indirect" lobbying is unfounded. The inclusion of such indirect lobbying expenditures is intended to require disclosure of the large amounts of lobbying done on behalf of Abbott by trade associations and other tax-exempt organizations through use of Abbott's financial resources, in which shareholders have a proper interest. And Abbott's asserted difficulty in understanding the significance of indirect lobbying activities done on the company's behalf, using the example of trade associations, is rendered suspect by the fact that Abbott must currently distinguish between its deductible trade association dues and its non-deductible trade association dues, based on trade associations' disclosures in that regard.

Finally, Abbott's asserted confusion over what is meant by "decision making process" as used in the Proposal seems disingenuous. "Decision making process" refers simply to how decisions on the subject are made within the company, by whom, and what, if any, standards are applied. By way of example of the common understanding of "decision making", we note that Abbott has used "decision-making" in its own proxy materials (See Abbott 2011 Proxy Statement, p. 14), in referring to "discussion of the decision-making criteria for each component" in reaching executive pay decisions.

Contrary to Abbott's assertion, the Proposal is not distinguishable, in terms of vagueness, from the political spending proposal that the Staff found non-excludable by

The Goldman Sachs Group, Inc. (publicly available Feb. 18, 2011). The Proposal asks for a listing of payments used for lobbying, while the Goldman Sachs proposal requested disclosure of indirect company (not trade association) expenditures "used to participate or intervene in any political campaign." The Staff disagreed with Goldman Sachs' contention that the term "expenditures" was excessively vague. (See also Time Warner, Inc. (publicly available Feb. 11, 2004) (terms "corporate resources" and "political purposes" found not excessively vague))

Abbott also questions the meaning of element 3 of the Proposal, which asks for disclosure of the company's "[m]embership in and payments to any tax-exempt organization that writes and endorses model legislation." This language is clear: If a tax-exempt organization engages in writing and endorsing model legislation, then the Proposal would require disclosure of Abbott's membership and payments to that organization. The Proposal does not limit disclosure to situations in which such writing and endorsement is a "primary thrust" of the organization (a limitation that would introduce its own definitional issues) or in which Abbott itself participates in the writing and endorsement of model legislation. Abbott's efforts to introduce complexity where none exists do not make the Proposal impermissibly vague.

* * * *

In sum, Abbott's current public disclosure relating to lobbying falls far short of the comprehensive and coordinated report requested in the Proposal. The terms in the Proposal that Abbott asserts are excessively vague or indefinite in fact have everyday dictionary definitions that are commonly understood by companies, shareholders, and others. Abbott has failed to establish that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10) or Rules 14a-8(i)(3). Thus, the Plan respectfully asks that the Division decline to grant Abbott's request for no-action relief.

The Plan appreciates the opportunity to be of assistance in this matter.

Very truly yours,


Charles Jurgonis
Plan Secretary

cc: John A. Berry
Divisional Vice President, Associate General Counsel and Assistant Secretary
Abbott Laboratories

From: Handy, Allison [AHandy@mayerbrown.com]
Sent: Thursday, December 22, 2011 3:08 PM
To: shareholderproposals
Cc: John A Berry; Steven L. Scrogam
Subject: Abbott Laboratories Shareholder Proposal Regarding Lobbying
Attachments: No Action Request AFSCME Employees Pension Plan.pdf

On behalf of Abbott Laboratories, I have enclosed a no-action request in connection with a shareholder proposal as further described therein.

Allison Handy
Mayer Brown LLP
312 701 7243
ahandy@mayerbrown.com

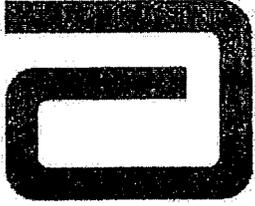
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Divisional Vice President and
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Via Email

December 22, 2011

Shareholderproposals@sec.gov
Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Ladies and Gentlemen:

**Re: Abbott Laboratories—Shareholder Proposal Submitted by the
AFSCME Employees Pension Plan**

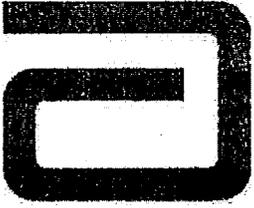
Ladies and Gentlemen:

On behalf of Abbott Laboratories ("Abbott" or the "Company") and pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, I hereby request confirmation that the staff (the "Staff") of the Securities and Exchange Commission (the "Commission") will not recommend enforcement action if, in reliance on Rule 14a-8, we exclude a proposal submitted by the AFSCME Employees Pension Plan (the "Proponent") from the proxy materials for Abbott's 2012 annual shareholders' meeting, which we expect to file in definitive form with the Commission on or about March 15, 2012.

We received a notice on behalf of the Proponent on October 31, 2011, submitting a proposed resolution for consideration at our 2012 annual shareholders' meeting. The proposed resolution reads as follows:

RESOLVED, the shareholders of Abbott Laboratories ("Abbott") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company's behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.



2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.
3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by the management and Board for
 - a. direct and indirect lobbying contribution or expenditure; and
 - b. payment for grassroots lobbying expenditure.

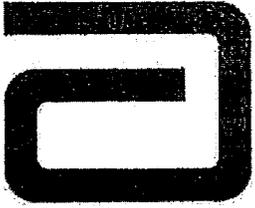
For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company's website.

Pursuant to Rule 14a-8(j), I have enclosed a copy of the proposed resolution, together with the recitals and supporting statement, as *Exhibit A* (the "Proposal"). I have also enclosed a copy of all relevant correspondence exchanged with the Proponent in *Exhibit B*. Pursuant to Rule 14a-8(j), a copy of this letter is being sent to notify the Proponent of our intention to omit the Proposal from our 2012 proxy materials.

We believe that the Proposal may be properly omitted from Abbott's 2012 proxy materials pursuant to Rule 14a-8 for the reason set forth below.

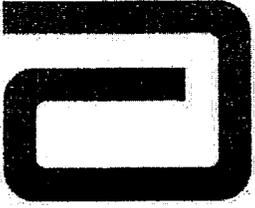


I. The Proposal may be properly omitted from Abbott's proxy materials under Rule 14a-8(i)(10) because it has been substantially implemented.

Rule 14a-8(i)(10) permits a company to omit a proposal from its proxy statement and the form of proxy if the company has substantially implemented the proposal. In 1983, the Commission amended the proxy rules, noting that a proposal need not have been fully implemented by the company to qualify for exclusion as already implemented by the company. The Commission stated:

"In the past, the staff has permitted the exclusion of proposals under Rule 14a-8(c)(10) [the predecessor provision to Rule 14a-8(i)(10)] only in those cases where the action requested by the proposal has been fully effected. The Commission proposed an interpretive change to permit the omission of proposals that have been 'substantially implemented by the issuer.' While the new interpretive position will add more subjectivity to the application of the provision, the Commission has determined that the previous formalistic application of this provision defeated its purpose. Release No. 34-20091 (August 16, 1983)."

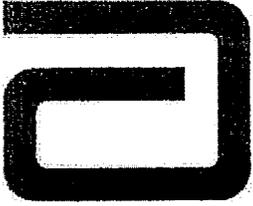
As evidenced by the no-action letters cited below, the Staff has consistently found proposals to have been substantially implemented within the scope of Rule 14a-8(i)(10) when the company already has policies and procedures in place relating to the subject matter of the proposal. In *Texaco, Inc.* (avail. Mar. 28, 1991) (proposal requesting that the company adopt the "Valdez Principles" regarding environmental matters was substantially implemented by company policies and practices concerning environmental disclosure and compliance review), the Staff noted that "a determination that the company has substantially implemented the proposal depends upon whether [the company's] particular policies, practices and procedures compare favorably with the guidelines of the proposal." See also *The Procter & Gamble Company* (avail. Aug. 4, 2010) (proposal requesting that the board create a comprehensive policy articulating the company's commitment to ensuring sustainable access to water resources was substantially implemented by a company water policy seeking to conserve water and provide relief efforts for developing countries and during emergencies); and *Wal-Mart Stores, Inc.* (avail. Mar. 30, 2010) (proposal requesting the board to adopt principles "for national and international action



to stop global warming" based on six model principles was substantially implemented by a company climate strategy to reduce the carbon footprints of itself, its suppliers and its consumers and to be actively engaged in public policy dialogue).

Under Staff precedent, a company's actions do not have to be precisely those called for by the proposal so long as the company's actions satisfactorily address the proposal's essential objective. See e.g., *Anheuser-Busch Cos., Inc.* (avail. Jan. 17, 2007) (proposal requesting the board to declassify its board "in the most expeditious manner possible" was substantially implemented by the adoption of an amendment to the company's charter to phase out its classified board); *Hewlett-Packard Co.* (avail. Dec. 11, 2007) (proposal requesting the board to permit shareholders to call a special meeting was substantially implemented by a proposed bylaw amendment to permit shareholders to call a special meeting unless the board determined that the business to be addressed at the special meeting would soon be addressed at an annual meeting); *Johnson & Johnson* (avail. Feb. 17, 2006) (proposal requesting the company to confirm that all current and future U.S. employees were legal workers was substantially implemented because the company had verified that 91% of its domestic workforce were legal workers); *Intel Corp.* (avail. Mar. 11, 2003) (proposal requesting the board to submit to a shareholder vote all equity compensation plans, or amendments to add shares to those plans, that would result in material potential dilution was substantially implemented by the company's policy to submit to a shareholder vote the adoption or amendment of any equity compensation plan aside from four narrow exceptions that the company represented would not result in material potential dilution); and *Talbots Inc.* (avail. Apr. 5, 2002) (proposal requesting the company to commit itself to implementation of a code of conduct based on International Labor Organization human rights standards was substantially implemented where the company had established its own business practice standards).

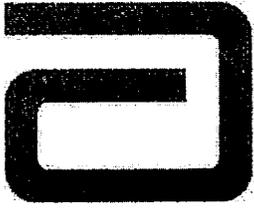
The Staff has permitted exclusion of proposals with objectives similar to the Proposal where a company had substantially implemented the proposal by adopting policies and procedures for political contributions, providing such policies and procedures on its website and issuing a report on its political contributions. See e.g., *Exelon Corporation* (avail. Feb. 26, 2010) and *Exxon Mobil Corp.* (avail. Mar. 23, 2009). In *Exxon*, the Staff permitted the company to exclude a shareholder proposal



requesting more detail about payments to specified organizations in the company's report on political contributions on grounds that the company had substantially implemented the proposal. The proponent argued that the company's policy and report on political contributions dealt only minimally with payments to the specified organizations; however, the Staff concurred with the company that its disclosures were sufficient to demonstrate substantial implementation of the proposal even though the company did not disclose all payments to the particular organizations requested by the proposal.

Abbott has established a dedicated section on its public web site at www.abbott.com (click on Investor Relations, then click on Investor Resources and select Corporate Political Contributions and Memberships)¹ that provides disclosure of its corporate political contributions and trade associations memberships. This section outlines Abbott's process governing corporate political contributions to candidates and organizations. This process is carried out by the Company's Government Affairs function, under the direction of a corporate officer. Since 2005, the Company has also posted a report of corporate contributions to political candidates, political parties, political committees and organizations under 26 USC Sec. 527 of the Internal Revenue Code. In this report, Abbott lists the name of the candidates and the organizations receiving the contributions as well as the amount of the contribution. In addition to reporting direct political contributions, Abbott and its registered lobbyists report indirect contributions (such as payments for events honoring covered elected officials, or entities named for covered legislative officials, or an organization controlled by covered official etc.), as part of the filing of form LD-203, which is available and searchable in the lobbying disclosure web sites of both the House and Senate. Abbott also files state and local lobbying disclosure reports as required by law and those reports are publicly available. Payments for direct federal lobbying by a consultant or third party are also calculated and reported on a quarterly basis as part of our lobbying disclosure. In addition, payments made for outside lobbying services are required to be disclosed on a Form LD-2 by those lobbyists who have Abbott as a client. Since 2008, Abbott annually has posted on its web site a list of the trade associations that engage in lobbying and other

¹ The direct url for this section of the Company's website is http://www.abbott.com/global/url/content/en_US/70.20.35:35/general_content/General_Content_00170.htm



political activity to which Abbott pays dues of \$100,000 or more per year. That portion of dues paid to trade associations for lobbying activity is currently captured and reported as part of Abbott's quarterly lobbying disclosure to Congress. In those states in which Abbott has a registered lobbyist, reports are filed consistent with state law. Those reports are available at the appropriate state agency, either in the state capitol or on the state's public web site. We believe that together these reports materially capture the intent of the Proposal.

In *The Home Depot, Inc.* (avail. March 25, 2011), the Staff rejected a substantially implemented argument in the political contribution context. However, in that instance the proposal sought not merely disclosure from the company about political contributions but also a shareholder advisory vote about such contributions, which was not deemed substantially implemented by Home Depot's existing disclosures. In Abbott's situation, the Proposal is requesting only disclosure, namely a report on lobbying, that Abbott believes is substantially satisfied by the disclosures that Abbott already makes.

II. The Proposal may be properly omitted from Abbott's proxy materials under Rule 14a-8(i)(3) and Rule 14a-9 as it is materially false and misleading.

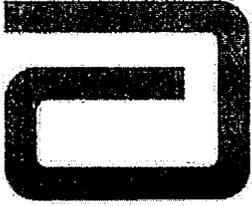
Rule 14a-8(i)(3) under the Exchange Act permits a registrant to omit a proposal and any statement in support thereof from its proxy statement and the form of proxy:

"If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials."

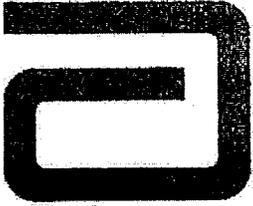
Staff Legal Bulletin No. 14B (Sept. 15, 2004) clarified that this basis for exclusion applies where:

"the resolution contained in the proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires. . . ."

The Staff has repeatedly permitted exclusion of a proposal as

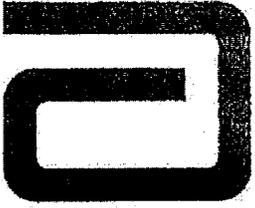


misleading where it was sufficiently vague and indefinite that the company and its shareholders might interpret the proposal differently. For example, in *Fuqua Industries, Inc.* (avail. Mar. 12, 1991), the shareholder proposal at issue requested a prohibition on "any major shareholder . . . which currently owns 25% of the Company and has three Board seats from compromising the ownership of the other stockholders," including restrictions on such shareholders "selling assets/interests to the Company" or "obtaining control of the Company/Board." The Staff stated that, with respect to the meaning and application of the terms and conditions contained in the proposal, including "any major shareholder," "assets/interests" and "obtaining control," "neither shareholders voting on the proposal nor the Company in implementing the proposal, if adopted, would be able to determine with any reasonable certainty what actions would be taken under the proposal. The staff believes, therefore, that the proposal may be misleading because any action ultimately taken by the Company upon implementation could be significantly different from the actions envisioned by shareholders voting on the proposal." See also *Motorola, Inc.* (avail. Jan. 12, 2011) (allowing exclusion of a proposal regarding retention of equity compensation payments by executives where the proposal provided that the resolution included a request that the board negotiate "with senior executives to request that they relinquish . . . preexisting executive pay rights" because "executive pay rights" was vague and indefinite); *Bank of America Corporation* (avail. June 18, 2007) (allowing exclusion of a proposal calling for the board of directors to compile a report "concerning the thinking of the Directors concerning representative payees" as "vague and indefinite"); *Prudential Financial, Inc.* (avail. Feb. 16, 2007) (allowing exclusion of a proposal urging the board to seek shareholder approval for certain senior management incentive compensation programs because the proposal failed to define key terms and was subject to differing interpretations); *Puget Energy, Inc.* (avail. Mar. 7, 2002) (allowing exclusion of a proposal requesting that the company's board of directors "take the necessary steps to implement a policy of improved corporate governance"); and *Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961) (quoting an SEC opinion in the matter: "Without attempting to determine whether under the laws of Missouri a proposal commanding the directors to create a stockholder relations office is a proper subject for action, it appears to us that the proposal, as drafted and submitted to the company, is so vague and indefinite as to make it impossible for either the board of directors or the stockholders at large to comprehend precisely



what the proposal would entail. . . .We therefore did not feel that we would compel the company to include the proposal in its present form in its proxy statement.").

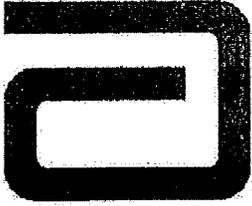
The term "lobbying" as used in the Proposal is vague and indefinite because it is undefined, susceptible to multiple interpretations and likely to confuse the Company's shareholders, unlike the Federal laws under which the Company currently makes quarterly reports, where the required lobbying disclosures are highly defined. The resolution is particularly unclear when the term "indirect lobbying" is used. As described above, Abbott discloses lobbying activities which may or may not encompass indirect activities since the distinction is not defined. As a result, if the Proposal were adopted, the Company would not know what disclosures it is expected to make and the Company and shareholders might have different understandings of what those disclosures would be. The Proposal asks for a list of "payments (both direct and indirect, including payments to trade associations) used for direct lobbying." However, because the Proposal does not define lobbying (which is separate and distinct from the defined term "grassroots lobbying communications," a narrower concept limited to very particular communications), the Company would not be able to tell what expenditures would have to be disclosed. For example, if the Company pays outside counsel or consultants to assist in demonstrating to the Environmental Protection Agency that Abbott is in compliance with environmental regulations, would those activities be lobbying? Similarly, is it lobbying if the Company's independent auditors or outside counsel are engaged to respond to an SEC comment letter, advocating that a particular disclosure is or is not appropriate? Or, is lobbying as used in the Proposal intended to encompass only those activities where the Company is seeking to influence a legislative or regulatory position of general applicability, as opposed to a regulatory proceeding specific to the Company? The Proposal also asks for disclosure of "membership in and payments to any tax-exempt organization that writes and endorses model legislation." This request, too, is subject to multiple interpretations. It is not clear from the Proposal if disclosure would be required with respect to any model legislation whatsoever, regardless of how small a part of the organization's activities such activity comprises, and the extent to which the Company would be required to make inquiries of such organizations regarding such activities. Alternatively, the requested requirement might be seeking disclosure only where the model



legislation is a primary thrust of the tax-exempt organization or the Company's involvement with such organization.

The Proposal requests disclosure of policies and procedures governing the lobbying of legislators and regulators, including that done on the Company's behalf by trade associations. The vagueness and imprecision of the term "lobbying" becomes amplified when trying to apply that term to activities done on the Company's behalf. For example, if the Company is a member of a trade association, are all activities done by that trade association which are directed in part to legislators or regulators considered to be lobbying on the Company's behalf, even if such activity has not been requested or reviewed by the Company and the Company is not aware of such activity? Is the Company expected to disclose policies and procedures with respect to activities by trade associations that might be construed as lobbying, even if they are not related to the Company's decision to join such association and the Company does not direct or support such endeavors? The Proposal asks the Company to disclose the decision making process and oversight by the management and Board for direct and indirect lobbying contributions and expenditures. However, similar to the situation in *Bank of America* where the reference to "thinking of directors" was vague and indefinite, the Proposal does not provide clarification of what is meant by decision making process, which could be requesting either a description of the formal procedure for adopting board resolutions or the thoughts and discussions of the directors. Furthermore, to the extent that the term lobbying is broad and imprecise, the Company and its shareholders will not know what decision making processes and oversight the Company is expected to disclose.

In *The Goldman Sachs Group, Inc.* (available February 18, 2011), the SEC rejected the argument that a report on expenditures made with corporate funds to trade associations and other tax-exempt entities that are used for political purposes was excludable under Rule 14a-8(i)(3). However the facts of that letter are distinguishable from the Proposal. "Expenditures" is a more precise term with the generally understood meaning of an amount spent. The report requested by the proposal in Goldman was limited to disclosure where expenditures were used in a particular manner such as for political purposes or to participate or intervene in any political campaign. Expenditures for activities with specific uses are capable of being ascertained. The issue with respect to the Proposal is that it



is not clear what constitutes lobbying, which is a broader term, subject to multiple interpretations. Therefore, neither shareholders nor the Company would be able to determine what it would have to disclose if the Proposal were adopted.

In sum, the Proponent did not sufficiently define the general term "lobbying" and did not provide any guidance on how the term should be interpreted. As described above, the term is subject to multiple interpretations with respect to many of its uses in the Proposal, and nothing in the Proposal provides insight into the meaning of the term. With respect to each of the issues identified above, shareholders and the Company could have different interpretations of what disclosures are required by the Proposal, and neither shareholders nor the Company would be able to identify with certainty what disclosure the Proposal would require if it were approved.

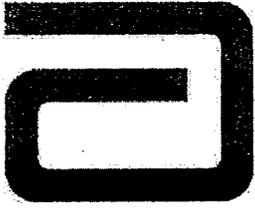
III. Conclusion

For the foregoing reasons, I request your confirmation that the Staff will not recommend any enforcement action to the Commission if the Proposal is omitted from Abbott's 2012 proxy materials. To the extent that the reasons set forth in this letter are based on matters of law, pursuant to Rule 14a-8(j)(2)(iii) this letter also constitutes an opinion of counsel of the undersigned as an attorney licensed and admitted to practice in the State of Illinois.

If the Staff has any questions with respect to the foregoing, or if for any reason the Staff does not agree that we may omit the Proposal from our 2012 proxy materials, please contact me by phone at 847.938.3591 or via e-mail at John.Berry@abbott.com or contact Steven Scrogam by phone at 847.938.6166 or via e-mail at Steven.Scrogam@abbott.com. We may also be reached by facsimile at 847.938.9492. We would appreciate it if you would send your response to us via email or by facsimile. The Proponent may be reached by phone at 202.429.1007.

Very truly yours,

John A. Berry
Divisional Vice President,
Associate General Counsel, and



Assistant Secretary

Enclosures

cc: Charles Jurgonis
AFSCME Employees Pension Plan
1625 L Street, N.W.
Washington, D.C. 20036-5687

Exhibit A

Proposal



Committee
 Gerald W. McEwen
 Lee A. Saunders
 Edward J. Keller
 Kathy J. Seelman
 Martha Seeger

EMPLOYEES PENSION PLAN

October 31, 2011

VIA OVERNIGHT MAIL and FAX (847) 938-9492

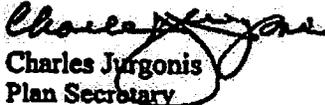
Abbott Laboratories
 100 Abbott Park Road
 Abbott Park, Illinois 60064
 Attention: Laura J. Schumacher, Executive Vice President, General Counsel and
 Corporate Secretary

Dear Ms. Schumacher:

On behalf of the AFSCME Employees Pension Plan (the "Plan"), I write to give notice that pursuant to the 2011 proxy statement of Abbott Laboratories (the "Company") and Rule 14a-8 under the Securities Exchange Act of 1934, the Plan intends to present the attached proposal (the "Proposal") at the 2012 annual meeting of shareholders (the "Annual Meeting"). The Plan is the beneficial owner of 11,127 shares of voting common stock (the "Shares") of the Company, and has held the Shares for over one year. In addition, the Plan intends to hold the Shares through the date on which the Annual Meeting is held.

The Proposal is attached. I represent that the Plan or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Plan has no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to me at (202) 429-1007.

Sincerely,


 Charles Jurgonis
 Plan Secretary

Enclosure

American Federation of State, County and Municipal Employees, AFL-CIO

TEL (202) 775-8142 FAX (202) 785-4606 1625 L Street, N.W., Washington, D.C. 20036-5487

Whereas, corporate lobbying exposes our company to risks that could impact the company's stated goals, objectives and ultimately shareholder value, and

Whereas, we rely on the information provided by our company to evaluate goals and objectives, and we, therefore, have a strong interest in full disclosure of our company's lobbying to assess whether our company's lobbying is consistent with its expressed goals and in the best interests of shareholders and long-term value.

Resolved, the shareholders of Abbott Laboratories ("Abbott") request the Board authorize the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing the lobbying of legislators and regulators, including that done on our company's behalf by trade associations. The disclosure should include both direct and indirect lobbying and grassroots lobbying communications.
2. A listing of payments (both direct and indirect, including payments to trade associations) used for direct lobbying as well as grassroots lobbying communications, including the amount of the payment and the recipient.
3. Membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by the management and Board for
 - a. direct and indirect lobbying contribution or expenditure; and
 - b. payment for grassroots lobbying expenditure.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation, (b) reflects a view on the legislation and (c) encourages the recipient of the communication to take action with respect to the legislation.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee of the Board or other relevant oversight committees of the Board and posted on the company's website.

Supporting Statement

As shareholders, we encourage transparency and accountability in the use of staff time and corporate funds to influence legislation and regulation both directly and indirectly. We believe such disclosure is in shareholders' best interests. Absent a system of accountability, company assets could be used for policy objectives contrary to Abbott's long-term interests. For example, Abbott is a member of the US Chamber of Commerce, which has challenged measures to regulate climate change. However, Abbott considers limiting CO2 emissions an important corporate goal (<http://www.abbott.com/citizenship/key-metrics/environmental.htm>). Contradictions like this pose reputational risks for the company.

Abbott spent approximately \$9.55 million in 2009 and 2010 on direct federal lobbying activities, according to disclosure reports. (*U.S. Senate Office of Public Records*). In 2010, Abbott also spent at least \$395,872 in nine states that require lobbying expenditure disclosure (according to state disclosure reports). These figures may not include grassroots lobbying to influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures to influence legislation or regulation.

We encourage our Board to require comprehensive disclosure related to direct, indirect and grassroots lobbying.



EMPLOYEES PENSION PLAN

Committee
Gerald W. McEwen
Lee A. Saunders
Edward J. Keller
Kathy J. Sachman
Marlene Sager

October 31, 2011

VIA OVERNIGHT MAIL and FAX (847) 938-9492

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064
Attention: Laura J. Schumacher, Executive Vice President, General Counsel and
Corporate Secretary

Dear Ms. Schumacher:

On behalf of the AFSCME Employees Pension Plan (the "Plan"), I write to provide you with verified proof of ownership from the Plan's custodian. If you require any additional information, please do not hesitate to contact me at the address below.

Sincerely,

Charles Jurgonis
Charles Jurgonis
Plan Secretary

Enclosure



STATE STREET.

Joseph W. Rooney

Assistant Vice President
Specialized Trust Services
STATE STREET BANK
1500 Crown Colony Drive, N.W.
Omaha, Nebraska 68169
jrooney@statestreet.com

Telephone: (402) 552-4634

www.statestreet.com

October 31, 2011

Lonita Waybright
A.F.S.C.M.E.
Benefits Administrator
1625 L Street N.W.
Washington, D.C. 20036

Re: Shareholder Proposal Record Letter for ABBOTT LABS (cusip 002824100)

Dear Ms Waybright:

State Street Bank and Trust Company is Trustee for 11,127 shares of Abbott Laboratories common stock held for the benefit of the American Federation of State, County and Municipal Employees Pension Plan ("Plan"). The Plan has been a beneficial owner of at least 1% or \$2,000 in market value of the Company's common stock continuously for at least one year prior to the date of this letter. The Plan continues to hold the shares of Abbott Laboratories stock.

As Trustee for the Plan, State Street holds these shares at its Participant Account at the Depository Trust Company ("DTC"). Cede & Co., the nominee name at DTC, is the record holder of these shares.

If there are any questions concerning this matter, please do not hesitate to contact me directly.

Sincerely,

Joseph Rooney

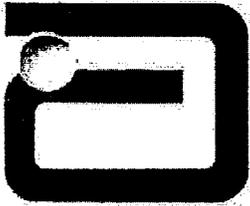
Exhibit B

Additional Correspondence with Proponent

Steven L. Scrogam
Counsel

Abbott Laboratories
Securities and Benefits
Dept. 032L, Bldg. AP6A-2
100 Abbott Park Road
Abbott Park, IL 60064-6011

Tel: (847) 938-6166
Fax: (847) 938-9492
E-mail: steven.scrogam@abbott.com



November 2, 2011

Via Federal Express

Mr. Charles Jurgonis
Plan Secretary
American Federation of State, County & Municipal Employees
Employees Pension Plan
1625 L Street, NW
Washington, DC 20036

This letter acknowledges timely receipt of your shareholder proposal and proof of stock ownership. Our 2012 Annual Meeting of Shareholders is currently scheduled to be held on Friday, April 27, 2011.

Abbott has not yet reviewed the proposal to determine if it complies with the requirements for shareholder proposals found in Rules 14a-8 and 14a-9 under the Securities Exchange Act of 1934 and reserves the right to take appropriate action under such rules if it does not.

Please let me know if you should have any questions. Thank you.

Very truly yours,

Steven L. Scrogam

cc: John A. Berry