ABBOTT LABORATORIES
Form SC 13G/A
January 28, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No: 2)

ABBOTT LABORATORIES

(Name of Issuer)

Common Stock

(Title of Class of Securities)

002824100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 002824100

(1)Names of reporting persons. BlackRock, Inc.

(2) Check the appropriate box if a member of a group
(a) [ ]

(b) [X]

(3) SEC use only

(4) Citizenship or place of organization

Delaware

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power

70556413

(6) Shared voting power

None

(7) Sole dispositive power

88820496

(8) Shared dispositive power

None

(9) Aggregate amount beneficially owned by each reporting person

88820496

(10) Check if the aggregate amount in Row (9) excludes certain shares

(11) Percent of class represented by amount in Row 9

5.7%

(12) Type of reporting person

HC

Item 1.

Item 1(a) Name of issuer:

ABBOTT LABORATORIES

Item 1(b) Address of issuer's principal executive offices:
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100 ABBOTT PARK ROAD
Abbott Park IL 60064-3500

Item 2.

2(a) Name of person filing:

BlackRock, Inc.

2(b) Address or principal business office or, if none, residence:

BlackRock Inc.
40 East 52nd Street
New York, NY 10022

2(c) Citizenship:

See Item 4 of Cover Page

2(d) Title of class of securities:

Common Stock

2(e) CUSIP No.:
See Cover Page

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

[ ] Broker or dealer registered under Section 15 of the Act;
[ ] Bank as defined in Section 3(a)(6) of the Act;
[ ] Insurance company as defined in Section 3(a)(19) of the Act;
[ ] Investment company registered under Section 8 of the Investment Company Act of 1940;
[ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
[ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
[X] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
[ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
[ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
[ ] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
[ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

88820496

Percent of class

5.7%

Number of shares as to which such person has:

Sole power to vote or to direct the vote

70556413

Shared power to vote or to direct the vote

None

Sole power to dispose or to direct the disposition of

88820496

Shared power to dispose or to direct the disposition of

None

Item 5.

Ownership of 5 Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [ ].

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the common stock of ABBOTT LABORATORIES. No one person's interest in the common stock of ABBOTT LABORATORIES is more than five percent of the total outstanding common shares.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

See Exhibit A

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Rule 13d-1(b)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity.

See Item 5.

Item 10. Certifications
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature.

After reasonable 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: January 17, 2014
BlackRock, Inc.

Signature: Matthew J. Fitzgerald

Name/Title Attorney-In-Fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

Subsidiary

BlackRock (Luxembourg) S.A.
BlackRock (Netherlands) B.V.
BlackRock Advisors (UK) Limited
BlackRock Advisors, LLC
BlackRock Asset Management Canada Limited
BlackRock Asset Management Ireland Limited
BlackRock Capital Management
BlackRock Financial Management, Inc.
BlackRock Fund Advisors
BlackRock Fund Management Ireland Limited
BlackRock Fund Managers Ltd
BlackRock Institutional Trust Company, N.A.
BlackRock International Limited
BlackRock Investment Management (Australia) Limited
BlackRock Investment Management (UK) Ltd
BlackRock Investment Management, LLC
BlackRock Japan Co Ltd
BlackRock Life Limited

*Entity beneficially owns 5% or greater of the outstanding shares of the security class being reported on this Schedule 13G.

Exhibit B

POWER OF ATTORNEY

The undersigned, BLACKROCK, INC., a corporation duly organized under the laws of the State of Delaware, United States (the "Company"), does hereby make, constitute and appoint each of Matthew Mallow,Howard Surloff,Edward Baer, Bartholomew Battista, Dan Waltcher, Karen Clark, Daniel Ronnen,John Stelley, Brian Kindelan, John Blevins, Richard Froio, Matthew Fitzgerald and Con Tzatzakis acting severally, as its true and lawful attorneys-in-fact, for the purpose of, from time to time,executing in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all documents, certificates, instruments, statements, other filings and amendments tothe foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with ownership or control-person reporting requirements imposed by any United States or non-United States governmental or regulatory authority, including without limitation Forms 3, 4, 5, 13D, 13F, 13G and 13H and any amendments to any of the foregoing as may be required to be filed with the Securities and Exchange Commission, and delivering, furnishing or filing any such documents with the appropriate governmental, regulatory authority or other person, and giving and granting to each such attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof. Any such determination by an attorney-in-fact named herein shall be conclusively evidenced by such person's execution, delivery, furnishing or filing of the applicable document.

This power of attorney shall expressly revoke the power of attorney dated 30th day of November,2011 in respect of the subject matter hereof, shall be valid from the date hereof and shall remain in full force and effect until either revoked in writing by the Company, or, in respect of any attorney-in-fact named herein, until such person ceases to be an employee of the Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of this 10th day of July, 2012.

BLACKROCK, INC.

By:_ /s/ Chris Leavy
Name: Chris Leavy
Title: Chief Investment Officer

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Consolidated earnings from operations of $78.1 million in the first nine months of 2004 were up 29% from the $60.4 million (including the impact of the restructuring described in Note 7 and litigation settlement charges) in the prior year first nine months. Operating earnings as a percentage of sales were 7.0% for the first nine months of 2004, up from 5.9% in the comparable period of the prior year.

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Segment operating margins were as follows for the third quarter:

Segment	2004	2003
Printing Services	9.0%	8.3%
Supply-Chain Management	12.3%	10.6%
Healthcare	10.0%	10.3%

Operating margins for the Printing Services segment in the third quarter of 2004 increased to 9.0% from 8.3% in the third quarter of 2003. Improved margins in the Catalog operating unit increased Printing Services segment operating margins by 1.0 percentage points, the result of efficiencies from the restructuring in 2003. Approximately .3 percentage points of the operating margin improvement reflected the absence of special charges in the third quarter of 2004. These special charges totaled $900,000 in the third quarter of 2003. These increases in Printing Services segment margins were partially offset by lower operating margins in the Book operating unit. Margins in the Book operating unit declined in the third quarter of 2004 as the result of increased pricing pressure in the educational category.

Operating margins for the Printing Services segment in the first nine months of 2004 increased to 7.7% from 6.1% in the first nine months of 2003. The increase was the result of the same factors described above for the third quarter, including the absence of special charges (1.0 points of improvement) and improved margins in the Catalog operating unit (.7 points of improvement). Improved margins for the Printing Services segment in general were offset by reduced margins in the Book operating unit in the third quarter of 2004.

The principal raw material used by the Corporation in the Printing Services segment is paper. Paper prices in the third quarter of 2004 increased by approximately 5% over the third quarter of 2003. Average paper prices in the first nine months of 2004 were comparable to average prices in the same periods of 2003.

Operating margins for the Supply-Chain Management segment of 12.3% in the third quarter of 2004 were higher than the prior year third quarter margins of 10.6%. The absence of special charges of $1.1 million contributed approximately 1.1 percentage points of operating margin improvement in the third quarter. The remaining increase in operating margin was the result of a higher proportion of value-added content in the product mix. Margins in this segment continue to be at a level higher than would normally be expected, and will likely decrease in the future based on an expected decrease in the proportion of value-added content in the product mix and continued pricing pressure from existing and new customers. Management believes that sustainable long-term margins in the Supply-Chain Management segment will be in the range of 7.5% to 8.5%.

Operating margins for the Supply-Chain Management segment of 11.2% in the first nine months of 2004 were higher than the prior year period margins of 9.5%. The absence of special charges in the first nine months of 2004 positively impacted operating margin by approximately 2.0 percentage points. These special charges totaled $5.9 million in the first nine months of 2003. This increase was offset in part by reduced pricing to major customers and lower-margin sales to new customers.

Healthcare segment operating margins were 10% in the third quarter of 2004, compared with 10.3% in the third quarter of 2003. The majority of this decrease was the result of increased commodity raw materials pricing, particularly paper and resin.

Healthcare segment operating margins of 9.9% were lower for the first nine months of 2004 compared with 12.3% in the first nine months of 2003. The decrease was the result of the increased commodity pricing and increased discounts to a few large customers.

Geographic analysis of net revenues and earnings from operations

Net revenues and earnings from operations (excluding unallocated corporate expenses) by geographic area for the three and nine months ended October 2, 2004 and September 27, 2003 are presented below (dollars in thousands). Virtually all sales for the Printing Services and Healthcare segments are to customers in the United States. Sales in the Supply-Chain Management segment are to customers in the United States, Europe and Asia.

	Three Months Ended		Nine Months Ended	
	October 2, 2004	September 27, 2003	October 2, 2004	September 27, 2003
Net revenues				
United States	$ 304,086	$ 289,870	$ 882,797	$ 840,779
Non-United States	76,245	61,745	238,244	183,997
Total revenues	$ 380,331	$ 351,615	$ 1,121,041	$ 1,024,776
Earnings from operations				

	Three Months Ended		Nine Months Ended	
United States	$ 30,164	$ 27,314	$ 76,691	$ 64,304
Non-United States	7,601	4,230	21,512	10,972
Total	$ 37,765	$ 31,544	$ 98,203	$ 75,276

Revenues in the United States increased by 5% in the third quarter of 2004 from the prior year quarter and by 5% for the first nine months of 2004 compared with the first nine months of 2003. This increase was consistent with the increase in revenues in the Printing Services segment, which constitutes the majority of the Corporation s sales in the United States. Non-United States revenues increased by 23% in the third quarter of 2004 from the comparable quarter in the prior year and by 29% for the first nine months of 2004 compared with the same period of 2003. Virtually all non-United States revenues are in the Supply-Chain Management segment and these increases are consistent with the strong growth in revenues and new customers in this segment.

Operating earnings in the United States increased by 10% in the third quarter and increased by 19% for the nine months ended October 2, 2004 as compared with the prior year period. The improvements in both periods were the result of factors described above impacting the Printing Services Segment, primarily the absence of special charges in 2004. Non-United States operating earnings increased significantly in both the three and nine months ended October 2, 2004 from the prior year periods. These improvements in operating margin were due primarily to the absence of special charges in 2004. In addition, increases in operating earnings in non-United States locations were the result of demand by new customers and increased revenues in these geographical markets.

Interest Expense

Interest expense for the third quarter of 2004 was $1.4 million, a reduction of 24% compared with interest expense of $1.8 million in the prior year s third quarter. Total debt at October 2, 2004 of $94 million was 16% less than the $112 million of debt at the end of the prior year and 17% less than at the end of the same quarter of 2003. The reduction in interest expense was the result of scheduled repayments of long-term debt. Essentially all of the Corporation s long-term debt is at fixed interest rates. As a result, changes in market interest rates have not significantly impacted the Corporation s interest expense.

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Income Taxes

The Corporation s effective tax rate of 35.6% for the third quarter of 2004 was lower than the 37.2% effective tax rate in the third quarter of 2003. The Corporation s effective tax rate of 35.7% for the first nine months of 2004 was lower than the 37.6% effective tax rate in the first nine months of 2003. The reduction in the effective tax rate was due to a greater proportion of foreign earnings generated by the Supply-Chain Management segment, which has extensive operations in countries whose tax rates are more favorable than the rates in the United States. The Corporation currently expects the tax rate for 2004 to be lower than the rate in 2003.

Liquidity and Capital Resources

The Corporation s net working capital decreased by $40 million during the first nine months of 2004, primarily due to a reduction in cash. Cash balances decreased by $47 million. Of this decrease, $44 million was attributable to the repurchase of one million shares of common stock in the first quarter of 2004 (see Note 9). The decrease in cash was offset by modest increases in accounts receivable as the result of increased sales levels in the third quarter of 2004. Inventories increased by approximately $18 million, primarily in the Printing Services Sector. This increase is the result of increased work-in-process during the seasonally busier half of the year and strategic pre-buying of paper in advance of expected paper price increases.

The Corporation has in effect a stock repurchase program pursuant to which it may repurchase shares of its common stock on the open market or in privately negotiated transactions from time to time. As of October 2, 2004, the Corporation had remaining authority to repurchase up to $36,130,000 in common stock under its share repurchase program.

Capital expenditures were $16.2 million during the third quarter and $54.3 million for the first nine months of 2004, $3.5 million lower than in the third quarter of 2003 and $2.4 million higher than the amount spent during the prior year s first nine months. Capital expenditures for the full year are expected to be in the range of $70 $80 million and will be funded by cash on hand or cash provided from operations.

Total debt as a percentage of total capitalization at October 2, 2004 was 15.6%, compared with 17.9% at January 3, 2004. This decrease was the result of scheduled repayments of long-term debt in the first nine months of 2004, offset by the reduction of total equity due to the repurchase of common stock in the first quarter of 2004.

Given cash and cash equivalents on hand as well as borrowing capacity currently in place, the Corporation believes it has sufficient liquidity to fund its operations for the foreseeable future.

CRITICAL ACCOUNTING POLICIES

The Corporation s accounting policies are more fully described in Note 1 to the consolidated financial statements included in the Corporation s Annual Report on Form 10-K for the fiscal year ended January 3, 2004. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions about future events that affect the amounts reported in the financial statements and footnotes. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgment. Actual results inevitably will differ from those estimates, and such differences may be material to the financial statements.

The most significant accounting estimates inherent in the preparation of the Corporation s consolidated financial statements include estimates as to the recovery of receivables and the realization of inventories, plant and equipment and goodwill. Significant assumptions are also used in the determination of liabilities related to pension and post-retirement benefits, obligations for lease terminations, income taxes and environmental matters. The process of determining significant estimates is fact specific and takes into account factors such as historical experience, current and expected economic conditions, product mix and, in some cases, actuarial assumptions. The Corporation re-evaluates these significant factors as facts and circumstances dictate. Historically, actual results have not differed significantly from those determined using the estimates described above.

The Corporation believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of its consolidated financial statements:

<u>Revenue Recognition.</u> Revenues are recognized when title and risk of loss transfers to the customer and the earnings process is complete. The Securities and Exchange Commission s Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition provides guidance on the application of accounting principles generally accepted in the United States to selected revenue recognition issues. In addition, revenues in the Supply-Chain Management segment are recognized in accordance with Emerging Issues Task Force (EITF) Issue No. 99-19, Reporting Revenue Gross as a Principal versus Net as an Agent. Each major contract is evaluated based on various criteria, with management judgment required to assess the importance of each criterion in reaching the final decision. Revenue is recognized on a gross basis if the Corporation has the risks and rewards of ownership, latitude in establishing component vendors and pricing, and bears all credit risk. Revenues from contracts that do not meet these criteria are recognized on a net basis, recording only the portion that is related to services or products provided directly by the Corporation.

<u>Goodwill.</u> The Corporation adopted Statement of Financial Accounting Standards (SFAS) No. 142, Goodwill and Other Intangible Assets , effective December 30, 2001. Under SFAS No. 142, goodwill is no longer amortized, but is reviewed for impairment on an annual basis. The Corporation s analysis, which is performed in the fourth quarter of each fiscal year unless other indicators of impairment exist, is based on the comparison of the fair value of its reporting units to the carrying value of the net assets of the respective reporting units.

<u>Retirement Benefits.</u> The Corporation has significant pension and post-retirement benefit costs that are developed from actuarial valuations. The valuations reflect key assumptions regarding, among other things, discount rates, expected return on plan assets, retirement ages and years of service. Consideration is given to current market conditions, including changes in interest rates and investment returns, in making these assumptions. Changes in these assumptions will affect the amount of pension and post retirement expense recognized in future periods.

Asset Impairments. The Corporation adopted SFAS No 144, Accounting for the Impairment or Disposal of Long-Lived Assets during 2002. SFAS No. 144 addresses financial accounting and reporting for long-lived assets. The Corporation regularly reviews all significant assets when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the tests for recoverability indicate that the carrying amount exceeds the fair value, the asset is considered impaired and the appropriate adjustment is recorded. In addition, assets that will be sold or disposed of are accounted for in accordance with SFAS No. 144.

CAUTIONARY STATEMENTS FOR FORWARD-LOOKING INFORMATION

This document includes forward-looking statements. Statements that describe future expectations, including future plans, results or strategies, are considered forward-looking. The statements that are not purely historical should be considered forward-looking statements. Often they can be identified by the use of forward-looking words, such as may, will, could, project, believe, anticipate, expect, estimate, continue plan, forecasts, and the like. Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those currently anticipated. Factors that could affect actual results include, among others, changes in customers order patterns or demand for the Corporation s products and services, pricing, changes in raw material costs and availability, unanticipated changes in sourcing of raw materials (including paper) by customers, unanticipated changes in operating expenses, unanticipated production difficulties, unanticipated issues associated with the Corporation s non-U.S. operations, changes in the pattern of outsourcing supply-chain management functions by customers, unanticipated acquisition or loss of significant customer contracts or relationships, unanticipated difficulties and costs associated with the design and implementation of new administrative systems, the impact of any acquisition or divestiture effected by the Corporation, changes in the Corporation s effective tax rate, unanticipated swings in foreign currency exchange rates, and any unanticipated weakening of the economy. These factors should be considered in evaluating the forward-looking statements, and undue reliance should not be placed on such statements. The forward-looking statements included herein are made as of the date hereof, and the Corporation undertakes no obligation to update publicly such statements to reflect subsequent events or circumstances.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Corporation is exposed to market risk from changes in interest rates and foreign exchange rates. As of October 2, 2004, the Corporation had no notes payable outstanding against lines of credit with banks. Since essentially all the Corporation s long-term debt is at fixed interest rates, exposure to interest rate fluctuations is minimal.

Exposure to adverse changes in foreign exchange rates is not considered material. Potential market risk associated with changes in foreign exchange is considered in contractual arrangements with customers.

Item 4. Controls and Procedures

a. Disclosure Controls and Procedures. The Corporation s management, with the participation of the Corporation s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Corporation s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, the Corporation s Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Corporation s disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Corporation in the reports that it files or submits under the Exchange Act.

b. Internal Control Over Financial Reporting. There have not been any changes in the Corporation s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Corporation s internal control over financial reporting. The Corporation implemented new information technology systems in the Printing Services segment that process certain financial transactions. The implementation of these systems had no material impact on the Corporation s internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. Legal Proceedings

In the ordinary course of its business, the Corporation is involved in litigation matters. Based on the Corporation s assessment of these matters and on the existing reserves provided for them, the Corporation does not believe that any of these matters, either individually or in the aggregate, will have a material adverse effect on its results of operations or financial condition.

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

In April 1998, the Board of Directors authorized a program for the repurchase of $60 million of the Corporation s common stock. This program was expanded in October 1998 for the repurchase of an additional $50 million of common stock and was expanded again in December 1999 for the repurchase of an additional $100 million of common stock. There is no specific expiration date for the Corporation s share repurchase program. As of October 2, 2004 approximately $36,130,000 of shares of the Corporation s common stock may yet be purchased under the program. No shares were repurchased during the third quarter of 2004.

Item 6. Exhibits

Exhibits -

10.1 Form of Nonstatutory Stock Option Agreement
10.2 Long-Term Incentive Cash Compensation Plan
10.3 Supplemental Executive Retirement Plan, as amended
31.1 Certification by the Chief Executive Officer pursuant to Rule 13a-14(a).
31.2 Certification by the Chief Financial Officer pursuant to Rule 13a-14(a).
32 Written Statement of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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.

BANTA CORPORATION

/s/ Geoffrey J. Hibner
Geoffrey J. Hibner
Chief Financial Officer

Date: November 10, 2004

BANTA CORPORATION
EXHIBIT INDEX TO FORM 10-Q
For The Quarter Ended October 2, 2004

Exhibit Number

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