

ABBOTT LABORATORIES
Form 4
February 02, 2006

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIEPMANN HOLGER A

(Last) (First) (Middle)

100 ABBOTT PARK ROAD

(Street)

ABBOTT PARK, IL 60064-6400

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ABBOTT LABORATORIES [ABT]

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

01/31/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common shares without par value | 01/31/2006 | | M | | 2,063 | A | \$ 40.9283 |
| Common shares without par value | 01/31/2006 | | S | | 2,063 | D | \$ 42.73 |
| Common shares without par value | 01/31/2006 | | M | | 21,281 | A | \$ 33.2314 |
| | | | | | | | 76,948 |
| | | | | | | | 74,885 |
| | | | | | | | 96,166 |

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| | | | | | | | | |
|---------------------------------|------------|---|--------|---|----------|-----------------------|---|----------------------|
| Common shares without par value | 01/31/2006 | F | 17,954 | D | \$ 42.94 | 78,212 | D | |
| Common shares without par value | | | | | | 13,177 ⁽¹⁾ | I | Profit sharing trust |
| Common shares without par value | | | | | | 295 ⁽²⁾ | I | By wife for daughter |
| Common shares without par value | | | | | | 296 ⁽²⁾ | I | By wife for daughter |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (right to buy) ⁽³⁾ | \$ 40.9283 | 01/31/2006 | | M | | 2,063 | 11/30/2003 02/08/2006 | Common shares | 2,063 |
| Option (right to buy) ⁽⁴⁾ | \$ 33.2314 | 01/31/2006 | | M | | 21,281 | 02/14/2005 02/13/2013 | Common shares | 21,281 |
| Option (right to buy) ⁽⁴⁾ | \$ 42.94 | 01/31/2006 | | A | | 17,954 | 08/01/2006 02/13/2013 | Common shares | 17,954 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LIEPMANN HOLGER A 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Senior Vice President | |

Signatures

John A. Berry, by power of attorney for Holger A. Liepmann

02/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Balance in the Abbott Laboratories Stock Retirement Trust as of January 31, 2006.
- (2) Reporting person disclaims beneficial ownership of shares held by his daughters.
- (3) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program, in a transaction exempt from Section 16(b) under Rule 16b-3.
- (4) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program, including a replacement option feature, in a transaction exempt from Section 16(b) under Rule 16b-3.

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1. The plan was adopted on Ja

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

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