

ABBOTT LABORATORIES  
Form 4  
February 01, 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 \*  
**NEMMERS JOSEPH M**

(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)

12/22/2005

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)

Executive 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 (A) or (D) Price   |   |  |   |
| Common shares without par value | 12/22/2005                           |  | G                              | V 1,750 D \$ 0  | 63,973  | D  |   |
| Common shares without par value | 01/30/2006                           |  | M                              | 568 A \$ 20.5347  | 64,541  | D  |   |
| Common shares without par value | 01/30/2006                           |  | M                              | 4,198 A \$ 27.4328  | 68,739  | D  |   |

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|                                 |            |   |       |   |       |                           |   |                      |
|---------------------------------|------------|---|-------|---|-------|---------------------------|---|----------------------|
| Common shares without par value | 01/30/2006 | F | 2,949 | D | \$ 43 | 65,790                    | D |                      |
| Common shares without par value |            |   |       |   |       | 10,835 <u>(1)</u>         | I | Profit Sharing Trust |
| Common shares without par value |            |   |       |   |       | 346 <u>(2)</u> <u>(3)</u> | I | By self for son      |
| Common shares without par value |            |   |       |   |       | 284 <u>(2)</u> <u>(3)</u> | I | By self for son      |
| Common shares without par value |            |   |       |   |       | 290 <u>(2)</u> <u>(3)</u> | I | By self for son      |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Option (right to buy) <u>(4)</u>           | \$ 20.5347   | 01/30/2006                           |  | M                              |   | 568  | 02/09/1999 02/08/2006   | common shares              | 568                        |
| Option (right to buy) <u>(5)</u>           | \$ 27.4328   | 01/30/2006                           |  | M                              |   | 4,198  | 02/14/2000 02/13/2007   | common shares              | 4,198                      |

|  |       |            |   |       |            |            |                  |       |
|--|-------|------------|---|-------|------------|------------|------------------|-------|
| Option<br>(right to<br>buy) <sup>(5)</sup> | \$ 43 | 01/30/2006 | A | 2,678 | 07/31/2006 | 02/13/2007 | common<br>shares | 2,678 |
|--|-------|------------|---|-------|------------|------------|------------------|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| NEMMERS JOSEPH M<br>100 ABBOTT PARK ROAD<br>ABBOTT PARK, IL 60064-6400 |               |           | Executive<br>Vice<br>President |       |

## Signatures

/s/ John A. Berry, by power of attorney for Joseph M.  
Nemmers

02/01/2006

\_\_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 30, 2006.  
Reporting person disclaims beneficial ownership of all securities held by his sons. The reporting person no longer has a reportable
- (2) beneficial interest in shares of Abbott common stock held by one of his sons and included in the reporting person's prior ownership reports.
- (3) Includes shares acquired under the Abbott Laboratories Dividend Investment and Stock Purchase Plan in transactions exempt from Section 16(b) under Rule 16(a)-11.
- (4) 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.
- (5) 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:

The exercises were made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted on Jan

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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