

ABBOTT LABORATORIES

Form 4

February 01, 2006

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

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

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GONZALEZ RICHARD A

(Last) (First) (Middle)

100 ABBOTT PARK ROAD

(Street)

ABBOTT PARK, IL 60064-6004

(City) (State) (Zip)

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

ABBOTT LABORATORIES [ABT]

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

11/17/2005

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)

President and COO

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)
Common shares without par value	11/17/2005		G	V 325	D \$ 0	295,062	D
Common shares without par value	01/30/2006		M	16,399	A \$ 38.4191	311,461	D
Common shares without par value	01/30/2006		F	15,199	D \$ 43	296,262	D

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Common shares without par value	17,381 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value	15,266 ⁽²⁾	I	By wife

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.

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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)	8. Amount or Number of Shares
Option (right to buy) ⁽³⁾	\$ 38.4191	01/30/2006		M	16,399	02/17/2001 02/08/2006	common shares	16,399

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GONZALEZ RICHARD A 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6004	X		President and COO	

Signatures

John A. Berry, by power of attorney for Richard A. Gonzalez

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 31, 2006.
- (2) The reporting person disclaims beneficial ownership of all securities held by his wife.
- (3) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3.

Remarks:

The exercise was made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted on January 31, 2006.

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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