

ABBOTT LABORATORIES
Form 8-K
February 25, 2005

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SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

February 18, 2005

Date of Report (Date of earliest event reported)

ABBOTT LABORATORIES

(Exact name of registrant as specified in its charter)

Illinois
(State or other Jurisdiction
of Incorporation)

1-2189
(Commission
File Number)

36-0698440
(IRS Employer
Identification No.)

100 Abbott Park Road
Abbott Park, Illinois 60064-6400
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(847) 937-6100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On February 18, 2005, Abbott Laboratories' Compensation Committee adopted a resolution providing that the 2005 annual stock option grant and any 2005 interim stock option grants will not include a replacement option feature.

On February 18, 2005, Abbott Laboratories' Board of Directors amended the Abbott Laboratories 1996 Incentive Stock Program to provide that the directors' annual equity award value be increased by \$25,000, effective with the 2005 Annual Shareholders Meeting.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 18, 2005, Abbott Laboratories' Board of Directors amended Article IV, Section 7 of Abbott's by-laws to provide that the composition of the members and the duties of the Public Policy Committee shall be as set forth in the Public Policy Committee's charter. Previously, the composition of the members and the duties of that committee were described in the by-laws.

Item 9.01 Financial Statements and Exhibits.

(c)
Exhibits

| Exhibit No. | Exhibit |
|--------------------|--|
| 3.1 | By-Laws of Abbott Laboratories, as amended and restated as of February 18, 2005 |
| 10.1 | Form of Employee Stock Option Agreement for a Non-Qualified Stock Option granted with an Incentive Stock Option under the Abbott Laboratories 1996 Incentive Stock Program on or after February 18, 2005 |
| 10.2 | Form of Employee Stock Option Agreement for a new Non-Qualified Stock Option under the Abbott Laboratories 1996 Incentive Stock Program granted on or after February 18, 2005 |
| 10.3 | Form of Employee Stock Option Agreement for an Incentive Stock Option granted with a Non-Qualified Stock Option under the Abbott Laboratories 1996 Incentive Stock Program on or after February 18, 2005 |
| 10.4 | Form of Employee Stock Option Agreement for an Incentive Stock Option under the Abbott Laboratories 1996 Incentive Stock Program granted on or after February 18, 2005 |
| 10.5 | Form of Employee Restricted Stock Agreement under the Abbott Laboratories 1996 Incentive Stock Program |
| 10.6 | Form of Employee Restricted Stock Unit Agreement under the Abbott Laboratories 1996 Incentive Stock Program |
| 10.7 | Form of Non-Employee Director Stock Option Agreement under the Abbott Laboratories 1996 Incentive Stock Program granted on or after February 18, 2005 |
| 10.8 | Abbott Laboratories 1996 Incentive Stock Program, as amended |

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SIGNATURE

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 hereunto duly authorized.

ABBOTT LABORATORIES

Date: February 22, 2005

By: /s/ THOMAS C. FREYMAN

Thomas C. Freyman
Executive Vice President,
Finance and Chief Financial Officer

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