

ABBOTT LABORATORIES  
Form 4  
February 16, 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 \*  
**DEMPSEY WILLIAM G**

(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)

02/14/2006

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 | 02/14/2006                           |  | M                              |   | 32,418  | A  | \$ 33.2314  |
| Common shares without par value | 02/14/2006                           |  | F                              |   | 27,328  | D  | \$ 42.83  |
| Common shares without par value | 02/14/2006                           |  | S                              |   | 713   | D  | \$ 43.7   |

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Common shares without par value 10,375 <sup>(1)</sup> I Profit Sharing Trust

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

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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)    | Title   | Amount or Number of Shares |        |
| Option (right to buy) <sup>(2)</sup>       | \$ 33.2314   | 02/14/2006                           |  | M                              |   |  | 32,418 | 02/14/2006 02/13/2013   | common shares              | 32,418 |
| Option (right to buy) <sup>(2)</sup>       | \$ 42.83   | 02/14/2006                           |  | A                              |   |  | 27,328 | 08/15/2006 02/13/2013   | common shares              | 27,328 |

Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| DEMPSEY WILLIAM G<br>100 ABBOTT PARK ROAD<br>ABBOTT PARK, IL 60064-6400 |               |           | Senior Vice President |       |

Signatures

John A. Berry, by power of attorney for William G. Dempsey 02/16/2006

<sup>(1)</sup>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 February 15, 2006.

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

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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