

ABBOTT LABORATORIES

Form 4

August 18, 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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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)

**08/16/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	08/16/2006		M	3,065	A \$ 32.6111	156,884	D
Common shares without par value	08/16/2006		M	3,050	A \$ 33.2314	159,934	D
Common shares without par value	08/16/2006		F	4,136	D \$ 48.66	155,798	D

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Common shares without par value	10,511 <sup>(1)</sup>	I	Profit Sharing Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) <sup>(2)</sup>	\$ 32.6111	08/16/2006		M			3,065	02/11/2003	02/10/2010	common shares	3,065
Option (right to buy) <sup>(2)</sup>	\$ 33.2314	08/16/2006		M			3,050	02/14/2006	02/13/2013	common shares	3,050
Option (right to buy) <sup>(2)</sup>	\$ 48.66	08/16/2006		A		2,054		02/17/2007	02/10/2010	common shares	2,054
Option (right to buy) <sup>(2)</sup>	\$ 48.66	08/16/2006		A		2,082		02/17/2007	02/13/2013	common shares	2,082

## Reporting Owners

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

## Signatures

John A. Berry, by power of attorney for William G.  
Dempsey

08/18/2006

\_\_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 August 16, 2006.
- (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.

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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