

ABBOTT LABORATORIES

Form 4

August 28, 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

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(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)

08/24/2006

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)

Executive 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	08/24/2006		M	3,065	A \$ 32.6111	86,462	D
Common shares without par value	08/24/2006		M	10,077	A \$ 33.2314	96,539	D
Common shares without par value	08/24/2006		M	1,163	A \$ 34.7727	97,702	D

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Common shares without par value	08/24/2006	F	10,590	D	\$ 49	87,112	D	
Common shares without par value						11,046 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value						353 ⁽²⁾ ⁽³⁾	I	By self for son
Common shares without par value						296 ⁽²⁾ ⁽³⁾	I	By self for son
Common shares without par value						290 ⁽²⁾ ⁽³⁾	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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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) ⁽⁴⁾	\$ 32.6111	08/24/2006		M		3,065		02/11/2003	02/10/2010	common shares	3,065
Option (right to buy) ⁽⁴⁾	\$ 33.2314	08/24/2006		M		10,077		02/14/2006	02/13/2013	common shares	10,077
Option (right to	\$ 34.7727	08/24/2006		M		1,163		02/13/2001	02/12/2008	common shares	1,163

buy) (4)

Option
(right to
buy) (4)

\$ 49

08/24/2006

A

2.039

02/25/2007

02/10/2010

common
shares

2.039

Option
(right to
buy) (4)

\$ 49

08/24/2006

A

7.726

02/25/2007

02/13/2013

common
shares

7.726

Option
(right to
buy) (4)

\$ 49

08/24/2006

A

825

02/25/2007

02/12/2008

common
shares

825

Reporting Owners

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

Signatures

Deborah K. Koenen, by power of attorney for Joseph M. Nemmers

08/28/2006

 **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 24, 2006.
- (2) Reporting person disclaims beneficial ownership of all securities held by his sons.
- (3) Includes shares acquired under the Abbott Laboratories Dividend Reinvestment and Stock Purchase Plan in transactions exempt from Section 16 under Rule 16(a)-11.
- (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.