

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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FREYMAN THOMAS C**

(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)

01/30/2006

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>shares<br>without<br>par value | 01/30/2006                              |                                                             | M                                    | 23,224 A                                                                | \$ 41.9715 216,487                                                                                                 | D                                                                       |                                                                   |
| Common<br>shares<br>without<br>par value | 01/30/2006                              |                                                             | F                                    | 22,867 D                                                                | \$ 43 193,620                                                                                                      | D                                                                       |                                                                   |
| Common<br>shares<br>without<br>par value | 01/30/2006                              |                                                             | G V                                  | 1,398 D                                                                 | \$ 0 192,222                                                                                                       | D                                                                       |                                                                   |

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|                                 |            |   |   |     |   |      |                       |                  |                      |
|---------------------------------|------------|---|---|-----|---|------|-----------------------|------------------|----------------------|
| Common shares without par value | 01/30/2006 | G | V | 466 | A | \$ 0 | 466                   | I <sup>(1)</sup> | By daughter          |
| Common shares without par value | 01/30/2006 | G | V | 466 | A | \$ 0 | 466                   | I <sup>(1)</sup> | By self for son      |
| Common shares without par value | 01/30/2006 | G | V | 466 | A | \$ 0 | 466                   | I <sup>(1)</sup> | By self for son      |
| Common shares without par value |            |   |   |     |   |      | 17,895 <sup>(2)</sup> | I                | Profit Sharing Trust |

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.**

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Option (right to buy) <sup>(3)</sup>       | \$ 41.9715                                             | 01/30/2006                           |                                                    | M                              | 23,224                                                                                  | 08/11/1999 02/08/2006                                    | common shares                                                 | 23,224                        |

## Reporting Owners

| Reporting Owner Name / Address           | Relationships |           |                |       |
|------------------------------------------|---------------|-----------|----------------|-------|
|                                          | Director      | 10% Owner | Officer        | Other |
| FREYMAN THOMAS C<br>100 ABBOTT PARK ROAD |               |           | Executive Vice |       |

ABBOTT PARK, IL 60064-6400

President

## Signatures

John A. Berry, by power of attorney for Thomas C.  
Freyman

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) Reporting person disclaims beneficial ownership of all securities held by his daughter and sons.
- (2) Balance in the Abbott Laboratories Stock Retirement Trust as of January 31, 2006.
- (3) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program 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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