

ABBOTT LABORATORIES

Form 4

February 16, 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)

**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  
\_\_\_\_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<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 | 02/14/2006                              |                                                             | M                                    | 32,418                                                                  | A \$<br>33.2314                                                                                                    | 156,750                                                                 | D                                                                 |
| Common<br>shares<br>without<br>par value | 02/14/2006                              |                                                             | F                                    | 27,328                                                                  | D \$ 42.83                                                                                                         | 129,422                                                                 | D                                                                 |
| Common<br>shares<br>without<br>par value | 02/14/2006                              |                                                             | S                                    | 713                                                                     | D \$ 43.7                                                                                                          | 128,709                                                                 | D                                                                 |

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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.

**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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                    | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Option<br>(right to<br>buy) <sup>(2)</sup>          | \$ 33.2314                                                         | 02/14/2006                              |                                                             | M                                    |                                                                                                        | 32,418                                                         |     | 02/14/2006                                                             | 02/13/2013         | common<br>shares | 32,418                              |
| Option<br>(right to<br>buy) <sup>(2)</sup>          | \$ 42.83                                                           | 02/14/2006                              |                                                             | A                                    |                                                                                                        | 27,328                                                         |     | 08/15/2006                                                             | 02/13/2013         | common<br>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<br>Vice<br>President |       |

## Signatures

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

02/16/2006

                    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 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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