#### **ABBOTT LABORATORIES**

Form 4

February 20, 2007

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

Expires:

3235-0287 January 31,

if no longer

Check this box

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2005 Estimated average

**OMB APPROVAL** 

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Form 5 obligations may continue.

See Instruction

02/16/2007

without par value

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

1(b).

(Print or Type Responses)

(Print or Type I	Responses)											
1. Name and A	Symbol			Ticker or T		6	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First)	(Middle) 3. Date of Earliest Transaction							(Check all applicable)			
				Day/Yea 007	r)				Director 10% Owner X Officer (give title Other (specify below) below)  Executive Vice President			
				If Amendment, Date Original led(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
ABBOTT P	ARK, IL 60064	1-6400							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - No	n-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			(A) or				of (D)	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	01/31/2007			Code		Amount 1,137	(D)	Price	236,829	D		
Common shares without par value	02/15/2007			F		9,863	D	\$ 52.7	226,966	D		
Common shares	02/16/2007			<b>A</b> (1)		27 600	A	\$	254 566	D		

 $A^{(1)}$ 

27,600 A

254,566

52.54

D

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Common shares		. (2)				\$			
without par value	02/16/2007	A(2)		21,000	A	52.54	275,566	D	
Common shares without par value	02/17/2007	F		3,762	D	\$ 52.49	271,804	D	
Common shares without par value	02/18/2007	F		1,223	D	\$ 52.49	270,581	D	
Common shares without par value	02/20/2007	F		3,156	D	\$ 52.49	267,425	D	
Common shares without par value							19,134	I	Profit sharing trust (3)
Common shares without par value	01/31/2007	G	V	379	A	\$ 0	845	I	By daughter (4)
Common shares without par value	01/31/2007	G	V	379	A	\$ 0	845	I	By self for son (4)
Common shares without par value	01/31/2007	G	V	379	A	\$ 0	845	I	By self for son (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		

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5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Option (right to buy) (5)	\$ 52.54	02/16/2007	A		112,000		02/16/2008	02/15/2017	common shares	112,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
. 9	Director	10% Owner	Officer	Other					
FREYMAN THOMAS C			Executive						
100 ABBOTT PARK ROAD			Vice						
ABBOTT PARK, IL 60064-6400			President						

# **Signatures**

Deborah K. Koenen by power of attorney for Thomas C. Freyman 02/20/2007

\*\*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).
- These shares represent performance vested restricted stock awards under the Abbott Laboratories 1996 Incentive Stock Program. The

  (1) awards have a 5-year term, with no more than 1/3 of the award vesting in any one year upon Abbott reaching a minimum return on equity target. The awards include the right to have stock withheld for tax purposes.
- (2) These shares represent a retention award of restricted stock under the Abbott Laboratories 1996 Incentive Stock Program. The awards generally vest on the third anniversary of their grant date and include the right to have stock withheld for tax purposes.
- (3) Balance in the Abbott Laboratories Stock Retirement Trust as of February 19, 2007.
- (4) The reporting person disclaims beneficial ownership of all securities held by his daughter and sons.
- Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section (5) 16(b) under Rule 16b-3. The option becomes exercisable in annual increments of 37,334 on 2/16/08, 37,333 on 2/16/09 and 37,333 on 2/16/09

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.

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