

ABBOTT LABORATORIES  
Form S-8  
September 29, 2003

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As filed with the Securities and Exchange Commission on September 29, 2003.

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### Form S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

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### Abbott Laboratories

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other jurisdiction of  
incorporation or organization)

**36-0698440**  
(I.R.S. Employer  
Identification No.)

**Abbott Laboratories**  
**100 Abbott Park Road**  
**Abbott Park, Illinois**  
(Address of Principal Executive Offices)

**60064-6400**  
(Zip Code)

### ABBOTT LABORATORIES 1996 INCENTIVE STOCK PROGRAM

(Full Title of the Plan)

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**Jose M. de Lasa**  
**Abbott Laboratories**  
**100 Abbott Park Road**  
**Abbott Park, Illinois 60064-6400**  
(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(847) 937-5200**

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#### CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(a)	Proposed Maximum Aggregate Offering Price(a)	Amount of Registration Fee(a)
Common shares (without par value)	23,446,022	\$42.425	\$994,697,483	\$80,472

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- (a) The Common Shares registered hereunder represent that number of shares with respect to which options may be granted to employees of the Company or its subsidiaries under the Abbott Laboratories 1996 Incentive Stock Program. (An undetermined number of additional shares may be issued if the antidilution provisions of the plan become operative). The filing fee has been calculated in accordance with Rule 457(c) based on the average of the high and low prices of Registrant's Common Shares reported on the New York Stock Exchange on September 24, 2003.
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**Part II. Information Required in the Registration Statement**

**Item 3. Incorporation of Documents by Reference**

The contents of Abbott Laboratories 1996 Incentive Stock Program Registration Statement on Form S-8 (File no. 333-09071) are incorporated herein by reference.

**Item 5. Interest of Named Experts and Counsel**

Jose M. de Lasa, Esq., Senior Vice President, Secretary and General Counsel of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of September 22, 2003, approximately 144,204 Common Shares of the Registrant (this amount includes approximately 2,234 shares held for the benefit of Mr. de Lasa in the Abbott Laboratories Stock Retirement Trust pursuant to the Abbott Laboratories Stock Retirement Plan) and held options to acquire 701,636 Common Shares of which options to purchase 494,527 Common Shares are currently exercisable.

**Item 8. Exhibits**

See Exhibit Index which is incorporated herein by reference.

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, and State of Illinois, on September 29, 2003.

ABBOTT LABORATORIES

By: \_\_\_\_\_ /s/ MILES D. WHITE

\_\_\_\_\_  
Miles D. White,  
Chairman of the Board and Chief Executive Officer

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Each person whose signature appears below constitutes and appoints Miles D. White and Jose M. de Lasa, Esq., and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ MILES D. WHITE</u> Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	September 29, 2003
<u>/s/ RICHARD A. GONZALEZ</u> Richard A. Gonzalez	President, Chief Operating Officer, Medical Products Group, and Director	September 29, 2003
<u>/s/ JEFFREY M. LEIDEN</u> Jeffrey M. Leiden, M.D., Ph.D.	President, Chief Operating Officer, Pharmaceutical Products Group, and Director	September 29, 2003
<u>/s/ THOMAS C. FREYMAN</u> Thomas C. Freyman	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	September 29, 2003
<u>/s/ GREG W. LINDER</u> Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	September 29, 2003
<u>/s/ ROXANNE S. AUSTIN</u> Roxanne S. Austin	Director	September 29, 2003
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<u>/s/ H. LAURANCE FULLER</u> H. Laurance Fuller	Director	September 29, 2003
<u>/s/ JACK M. GREENBERG</u>	Director	September 29, 2003

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Jack M. Greenberg

/s/ DAVID A. L. OWEN	Director	September 29, 2003
David A. L. Owen		
/s/ BOONE POWELL, JR.	Director	September 29, 2003
Boone Powell, Jr.		
/s/ A. BARRY RAND	Director	September 29, 2003
A. Barry Rand		
/s/ W. ANN REYNOLDS	Director	September 29, 2003
W. Ann Reynolds		
/s/ ROY S. ROBERTS	Director	September 29, 2003
Roy S. Roberts		
/s/ WILLIAM D. SMITHBURG	Director	September 29, 2003
William D. Smithburg		
/s/ JOHN R. WALTER	Director	September 29, 2003
John R. Walter		

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**EXHIBIT INDEX**

Exhibit No.	Description
5	Opinion of Jose M. de Lasa.
23.1	The consent of counsel, Jose M. de Lasa, is included in his opinion.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Deloitte & Touche LLP.
24	Power of Attorney is included on the signature page.
99.1	Statement Regarding Consent of Arthur Andersen LLP.

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