

ABBOTT LABORATORIES

Form 4

January 31, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fussell Stephen R

(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)

01/29/2007

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 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 | 01/29/2007 | | M | 620 | A \$ 41.9151 | 80,517 | D |
| Common shares without par value | 01/29/2007 | | M | 4,293 | A \$ 45.7683 | 84,810 | D |
| Common shares without par value | 01/29/2007 | | M | 1,516 | A \$ 42.4226 | 86,326 | D |

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| | | | | | | | | |
|--|------------|---|-------|---|----------|----------------------|---|----------------------------|
| Common shares without par value | 01/29/2007 | M | 915 | A | \$ 41.01 | 87,241 | D | |
| Common shares without par value | 01/29/2007 | S | 7,344 | D | \$ 52.62 | 79,897 | D | |
| Common shares without par value | | | | | | 1,220 ⁽¹⁾ | I | Profit Sharing Trust |

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) | 8. D S (I | | |
|---|---|---|---|---|---|--|-----|---|--------------------|------------------|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option right to buy ⁽²⁾ | \$ 41.9151 | 01/29/2007 | | M | | 620 | | 03/29/1999 | 02/13/2007 | Common shares | 620 |
| Option right to buy ⁽²⁾ | \$ 45.7683 | 01/29/2007 | | M | | 4,293 | | 09/20/1999 | 02/13/2007 | Common shares | 4,293 |
| Option right to buy ⁽²⁾ | \$ 42.4226 | 01/29/2007 | | M | | 1,516 | | 03/22/2001 | 02/13/2007 | Common shares | 1,516 |
| Option right to buy ⁽²⁾ | \$ 41.01 | 01/29/2007 | | M | | 915 | | 12/03/2004 | 02/13/2007 | Common shares | 915 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fussell Stephen R 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400 | | | Senior Vice President | |

Signatures

John A. Berry, by power of attorney for Stephen R.
Fussell

01/31/2007

__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).

(1) Balance in the Abbott Laboratories Stock Retirement Trust as of January 30, 2007.

(2) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from section 16(b) under Rule 16 b-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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