

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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)

01/29/2007

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)

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 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		S	1,845	D \$ 52.57	219,698	D
Common shares without par value	01/29/2007		M	31,131	A \$ 41.6426	250,829	D
Common shares without par value	01/29/2007		M	24,684	A \$ 41.0693	275,513	D

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Common shares without par value	01/29/2007	M	39,015	A	\$ 41.0317	314,528	D	
Common shares without par value	01/29/2007	F	80,634	D	\$ 52.55	233,894	D	
Common shares without par value						18,956 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value						466	I ⁽²⁾	By daughter
Common shares without par value						466	I ⁽²⁾	By self for son
Common shares without par value						466	I ⁽²⁾	By self for son

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽³⁾	\$ 41.6426	01/29/2007		M		31,131		08/18/2004	02/13/2013	Common shares	31,131
	\$ 41.0693	01/29/2007		M		24,684		07/23/2004	02/10/2010		24,684

Option (right to buy) ⁽³⁾								Common shares	
Option (right to buy) ⁽³⁾	\$ 41.0317	01/29/2007	M	39,015	02/20/2006	02/19/2014	Common Shares	39,015	
Option (right to buy) ⁽³⁾	\$ 52.55	01/29/2007	A	26,572	07/30/2007	02/13/2013	Common shares	26,572	
Option (right to buy) ⁽³⁾	\$ 52.55	01/29/2007	A	20,882	07/30/2007	02/10/2010	Common shares	20,882	
Option (right to buy) ⁽³⁾	\$ 52.55	01/29/2007	A	33,180	07/30/2007	02/19/2014	Common Shares	33,180	

Reporting Owners

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

Signatures

Deborah K. Koenen, by power of attorney for Thomas C. Freyman

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 31, 2007.
- (2) Reporting person disclaims beneficial ownership of all securities held by his daughter and sons.
- (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. 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.