#### **ABBOTT LABORATORIES**

Form 4

February 22, 2006

### FORM 4

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

OMB Number:

3235-0287 January 31,

Check this box if no longer subject to

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

Expires: 2005 Estimated average

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per 0.5 response...

obligations may continue. See Instruction

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)

1. Name and A LEIDEN JE	^	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(T)	(Fig. 1)	OC 111	ABBOTT LABORATORIES [ABT]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
100 ABBOTT PARK ROAD		OAD	(Month/Day/Year) 02/17/2006	X Director 10% Owner X Officer (give title Other (specify below) President and COO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ABBOTT PARK, IL 60064-6400			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)		· ID· I f D C· II O		

	(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
Se	Fitle of curity str. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(India i)	
sh wi	ommon ares thout r value	02/18/2006		F	6,102	D	\$ 44.15	303,247	D	
sh wi	ommon ares thout r value	02/17/2006		A <u>(1)</u>	100,000	A	\$ 44.16	403,247	D	
sh wi	ommon ares thout r value	02/17/2006		S	2,000	D	\$ 44.41	401,247	D	

### Edgar Filing: ABBOTT LABORATORIES - Form 4

Common			Profit
shares	635 (2)	T	
without	033 <u>&lt;-</u> /	1	Sharing Trust
par value			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 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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Option (right to buy) (3)	\$ 44.16	02/17/2006		A	310,000	02/17/2007	02/16/2016	Common shares	310,000

Dalatianahin

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LEIDEN JEFFREY M 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400	X		President and COO				
Signatures							
John A. Berry, Attorney-in-Fact for Leiden	02/22/2006						
**Signature of Reporting Persor	1		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 in a transaction exempt from Section 16(b) under Rule 16b-3. The 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.

Reporting Owners 2

### Edgar Filing: ABBOTT LABORATORIES - Form 4

- (2) Balance in the Abbott Laboratories Stock Retirement Trust as of February 16, 2006.
- 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. The option becomes exercisable in annual increments of 103,334 on 02/17/2007, 103,333 on 02/17/2008 and
- 103,333 on 02/17/2009.

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.