

ABBOTT LABORATORIES
Form S-8
August 26, 2008

As filed with the Securities and Exchange Commission on August 26, 2008.

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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 STOCK RETIREMENT PROGRAM

(Full title of the plan)

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Laura J. Schumacher

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) 937-6100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| 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) | 5,000,000 | \$ 57.83 | \$ 289,150,000 | \$ 11,364 |

(a) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein. 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 August 21, 2008.

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Pursuant to General Instruction E, the contents of Abbott Laboratories Stock Retirement Program Registration Statement on Form S-8 (File no. 33-50452) are incorporated herein by reference.

Part II. Information Required in the Registration Statement

Item 8. Exhibits

Reference is made to the Exhibit Index which is incorporated herein by reference. Neither an opinion of counsel concerning the Program's compliance with the requirements of ERISA nor an Internal Revenue Service (IRS) determination letter is furnished because the Registrant undertakes that it will submit, or has submitted, the Abbott Laboratories Stock Retirement Program and any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Program.

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 August 25, 2008.

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 Laura Schumacher, 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 |
|--|---|-----------------|
| /s/ Miles D. White Miles D. White | Chairman of the Board, Chief Executive Officer, and Director | August 25, 2008 |
| /s/ Thomas C. Freyman Thomas C. Freyman | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | August 25, 2008 |
| /s/ Greg W. Linder Greg W. Linder | Vice President and Controller (Principal Accounting Officer) | August 25, 2008 |
| /s/ Roxanne S. Austin Roxanne S. Austin | Director | August 25, 2008 |
| /s/ William M. Daley William M. Daley | Director | August 25, 2008 |
| /s/ W. James Farrell W. James Farrell | Director | August 25, 2008 |
| /s/ H. Laurance Fuller H. Laurance Fuller | Director | August 25, 2008 |
| /s/ William A. Osborn William A. Osborn | Director | August 25, 2008 |

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| | | |
|--|----------|-----------------|
| /s/ David A. L. Owen David A. L. Owen | Director | August 25, 2008 |
| /s/ Boone Powell Jr. Boone Powell Jr. | Director | August 25, 2008 |
| /s/ W. Ann Reynolds W. Ann Reynolds | Director | August 25, 2008 |
| /s/ Roy S. Roberts Roy S. Roberts | Director | August 25, 2008 |
| /s/ Samuel C. Scott III Samuel C. Scott III | Director | August 25, 2008 |
| /s/ William D. Smithburg William D. Smithburg | Director | August 25, 2008 |
| /s/ Glenn F. Tilton Glenn F. Tilton | Director | August 25, 2008 |

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Abbott Laboratories Stock Retirement Program 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 the 25th day of August, 2008.

ABBOTT LABORATORIES STOCK
RETIREMENT PROGRAM

By: /s/ Stephen R. Fussell
Stephen R. Fussell, Plan Administrator

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 23.3 | Consent of Grant Thornton LLP. |
| 24 | Power of Attorney is included on the signature page. |