

ABBOTT LABORATORIES
Form 4
February 02, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIEPMANN HOLGER A

(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)

01/31/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

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)
			Code	V	Amount	(D)	Price
Common shares without par value	01/31/2006		M		2,063	A	\$ 40.9283
Common shares without par value	01/31/2006		S		2,063	D	\$ 42.73
Common shares without par value	01/31/2006		M		21,281	A	\$ 33.2314
							76,948
							74,885
							96,166

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Common shares without par value	01/31/2006	F	17,954	D	\$ 42.94	78,212	D	
Common shares without par value						13,177 ⁽¹⁾	I	Profit sharing trust
Common shares without par value						295 ⁽²⁾	I	By wife for daughter
Common shares without par value						296 ⁽²⁾	I	By wife for daughter

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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⁾	\$ 40.9283	01/31/2006		M		2,063	11/30/2003 02/08/2006	Common shares	2,063
Option (right to buy) ⁽⁴⁾	\$ 33.2314	01/31/2006		M		21,281	02/14/2005 02/13/2013	Common shares	21,281
Option (right to buy) ⁽⁴⁾	\$ 42.94	01/31/2006		A		17,954	08/01/2006 02/13/2013	Common shares	17,954

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIEPMANN HOLGER A 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for Holger A. Liepmann

02/02/2006

__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, 2006.
- (2) Reporting person disclaims beneficial ownership of shares held by his daughters.
- (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.
- (4) Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program, including a replacement option feature, in a transaction exempt from Section 16(b) under Rule 16b-3.

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1. The plan was adopted on Ja

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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