

ABBOTT LABORATORIES

Form 4

August 09, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEMPSEY WILLIAM G

(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)

08/07/2007

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	08/07/2007		M	17,053 A	\$ 41.0317 238,082	D	
Common shares without par value	08/07/2007		M	11,006 A	\$ 41.6426 249,088	D	
Common shares without par value	08/07/2007		F	24,269 D	\$ 53.12 224,819	D	

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Common shares without par value	08/08/2007	M	72,130	A	\$ 42.4978	296,949	D	
Common shares without par value	08/08/2007	M	24,247	A	\$ 42.83	321,196	D	
Common shares without par value	08/08/2007	F	83,783	D	\$ 54.3	237,413	D	
Common shares without par value						10,694	I	Profit Sharing Trust ⁽¹⁾

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) ⁽²⁾	\$ 41.0317	08/07/2007		M		17,053		02/20/2007	02/19/2014	Common shares	17,053
Option (right to buy) ⁽²⁾	\$ 41.6426	08/07/2007		M		11,006		08/18/2004	02/13/2013	Common shares	11,006
Option (right to buy) ⁽²⁾	\$ 53.12	08/07/2007		A		14,703		02/08/2008	02/19/2014	Common shares	14,703
Option (right to buy) ⁽²⁾	\$ 53.12	08/07/2007		A		9,566		02/08/2008	02/13/2013	Common shares	9,566

Option (right to buy) <u>(2)</u>	\$ 42.4978	08/08/2007	M	72,130	02/12/2002	02/11/2009	Common shares	72,130
Option (right to buy) <u>(2)</u>	\$ 42.83	08/08/2007	M	24,247	08/15/2006	02/13/2013	Common shares	24,247
Option (right to buy) <u>(2)</u>	\$ 54.3	08/08/2007	A	62,637	02/09/2008	02/11/2009	Common shares	62,637
Option (right to buy) <u>(2)</u>	\$ 54.3	08/08/2007	A	21,146	02/09/2008	02/13/2013	Common shares	21,146

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMPSEY WILLIAM G 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Executive Vice President	

Signatures

Deborah K. Koenen, Attorney-in-Fact for William G. Dempsey

08/09/2007

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 August 7, 2007.
- (2) Employee stock option, including replacement option feature granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program 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(c) The plan was adopted on

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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