

ABBOTT LABORATORIES
Form S-8 POS
February 16, 2005

As filed with the Securities and Exchange Commission on February 16, 2005

File No. 333-68268

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8/A

**POST-EFFECTIVE AMENDMENT NO. 1
TO
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)

(I.R.S. Employer
Identification No.)

36-0698440

100 Abbott Park Road

Abbott Park, Illinois 60064-6400

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(Address of Principal Executive Offices) (Zip Code)

Abbott Laboratories 401(k) Plan

(Full Title of the Plan)

Jose M. de Lasa

Abbott Laboratories

100 Abbott Park Road

Abbott Park, Illinois 60064-6400

(Name and Address of Agent For Service)

(847) 937-5200

(Telephone Number, Including Area Code, of Agent For Service)

De-Registration of Common Shares and Plan Interests

On August 24, 2001, Abbott Laboratories (Abbott) registered 300,000 common shares, without par value, of Abbott Laboratories and an indeterminate amount of plan interests on a Registration Statement on Form S-8 (file number 333-68268) under the Securities Act of 1933 (the Registration Statement), to be issued pursuant to the Abbott Laboratories 401(k) Plan (the Plan). Abbott has now merged the Plan with and into the Abbott Laboratories Stock Retirement Program. As a result, all offerings by Abbott of Abbott common shares and related Plan interests pursuant to the Registration Statement have terminated.

In accordance with Abbott s undertaking in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offering, Abbott hereby withdraws the 131,351 common shares and related Plan interests that remain unsold under the Plan as of the date of this post-effective Amendment.

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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, State of Illinois on this 16th day of February, 2005.

ABBOTT LABORATORIES

By: /s/ Jose M. de Lasa
Jose M. de Lasa
Executive Vice President and General Counsel

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Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

*	Chairman of the Board, Chief Executive Officer, and Director	February 16, 2005
Miles D. White		
*	President and Chief Operating Officer, Medical Products Group, and Director	February 16, 2005
Richard A. Gonzalez		
*	President and Chief Operating Officer, Pharmaceutical Products Group, and Director	February 16, 2005
Jeffrey M. Leiden		
/s/ Thomas C. Freyman Thomas C. Freyman	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	February 16, 2005
/s/ Greg W. Linder Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	February 16, 2005
*	Director	February 16, 2005
Roxanne S. Austin		
William M. Daley	Director	February 16, 2005
*	Director	February 16, 2005
H. Laurance Fuller		
*	Director	February 16, 2005
Jack M. Greenberg		

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* David A. L. Owen	Director	February 16, 2005
* Boone Powell Jr.	Director	February 16, 2005
* A. Barry Rand	Director	February 16, 2005
* W. Ann Reynolds	Director	February 16, 2005
* Roy S. Roberts	Director	February 16, 2005
* William D. Smithburg	Director	February 16, 2005
* John R. Walter	Director	February 16, 2005

*By:
/s/ Jose M. de Lasa
Jose M. de Lasa, Esq.
Attorney-In-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Abbott Laboratories Stock Retirement Program, successor-in-interest to Abbott Laboratories 401(k) Plan, has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in unincorporated Lake County, State of Illinois on this 16th day of February, 2005.

ABBOTT LABORATORIES STOCK
RETIREMENT PROGRAM, as successor-in-
interest to ABBOTT LABORATORIES 401(k)
PLAN

By: Abbott Laboratories Employee Benefit
Board of Review

/s/ Thomas C. Freyman
Thomas C. Freyman

/s/ Greg W. Linder
Greg W. Linder

/s/ Thomas M. Wascoe
Thomas M. Wascoe

EXHIBIT INDEX

Exhibit Number	Description
24 **	Power of Attorney

** Incorporated herein by reference. Commission file number 333-68268.