

ABBOTT LABORATORIES
Form 4
February 22, 2006

FORM 4

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

OMB APPROVAL

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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 *
LEIDEN JEFFREY M

(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)

02/17/2006

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)

President and COO

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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common shares without par value	02/18/2006		F		6,102	D	\$ 44.15 303,247 D
Common shares without par value	02/17/2006		A ⁽¹⁾		100,000	A	\$ 44.16 403,247 D
Common shares without par value	02/17/2006		S		2,000	D	\$ 44.41 401,247 D

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Common shares without par value	635 ⁽²⁾	I	Profit Sharing Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (right to buy) ⁽³⁾	\$ 44.16	02/17/2006		A		310,000	02/17/2007	02/16/2016	Common shares	310,000

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 Jeffrey M. Leiden

02/22/2006

 **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) 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.

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(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

(3) 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.

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