

ABBOTT LABORATORIES

Form 4

July 27, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
REYNOLDS W ANN

(Last) (First) (Middle)

130 WEST 67TH STREET, APT.
21A

(Street)

NEW YORK, NY 10023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ABBOTT LABORATORIES [ABT]

3. Date of Earliest Transaction
(Month/Day/Year)

07/25/2006

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)

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)
Common shares without par value	07/25/2006		M	1,796 A	\$ 24.1999 38,798	D	
Common shares without par value	07/25/2006		S	1,796 D	\$ 48 37,002	D	
Common shares without par value					1,677 ⁽¹⁾ ⁽²⁾	I	by husband's simplified employee

Common
shares
without
par value

715 (1) (2) I

plan
by
husband's
IRA

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option (right to buy) <u>(3)</u>	\$ 24.1999	07/25/2006		M	1,796	12/31/1996 12/30/2006	common shares	1,796

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REYNOLDS W ANN 130 WEST 67TH STREET APT. 21A NEW YORK, NY 10023	X			

Signatures

Deborah K. Koenen, by power of attorney for W. Ann
Reynolds

07/27/2006

 **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) Includes shares acquired under the Abbott Laboratories Dividend Reinvestment and Stock Purchase Plan. These transactions were exempt from Section 16 under Rule 16a-11.
- (2) The reporting person disclaims beneficial ownership of all securities held by her husband.
- (3) 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:

The exercise and sale are being made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted

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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