

ABBOTT LABORATORIES
Form S-8
March 07, 2007

As filed with the Securities and Exchange Commission on March 7, 2007.

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

FORM S-8

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)

36-0698440
(I.R.S. Employer
Identification No.)

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois
(Address of Principal Executive Offices)

60064-6400
(Zip Code)

ABBOTT LABORATORIES 1996 INCENTIVE STOCK PROGRAM

(Full title of the plan)

Laura J. Schumacher
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400
(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(847) 937-6100**

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (a)	Proposed maximum aggregate offering price (a)	Amount of registration fee (a)
Common shares (without par value)	46,147,171	\$ 52.725	\$ 2,433,109,590	\$ 74,696

(a) An undetermined number of additional shares may be issued if the antidilution provisions of the plan become operative. The filing fee has been calculated in accordance with Rule 457(c) based on the average of the high and low prices of Registrant's Common Shares reported on the New York Stock Exchange on March 6, 2007.

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Pursuant to General Instruction E, the contents of Abbott Laboratories 1996 Incentive Stock Program Registration Statement on Form S-8 (File no. 333-09071) are incorporated herein by reference.

Part II. Information Required in the Registration Statement

Item 5. Interests of Named Experts and Counsel

Laura J. Schumacher, Esq., Executive Vice President, General Counsel and Secretary of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of February 28, 2007, approximately 121,614 Common Shares of the Registrant (this amount includes approximately 4,934 shares held for the benefit of Ms. Schumacher in the Abbott Laboratories Stock Retirement Trust pursuant to the Abbott Laboratories Stock Retirement Plan) and held options to acquire 377,329 Common Shares of which options to purchase 186,995 Common Shares are currently exercisable.

Item 8. Exhibits

See Exhibit Index, which is incorporated herein by reference.

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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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, and State of Illinois, on February 28, 2007.

ABBOTT LABORATORIES

By: /s/ Miles D. White
Miles D. White,
Chairman of the Board and
Chief Executive Officer

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Each person whose signature appears below constitutes and appoints Miles D. White and Laura Schumacher, Esq., and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ Miles D. White Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	February 28, 2007
/s/ Richard A. Gonzalez Richard A. Gonzalez	President and Chief Operating Officer, and Director	February 28, 2007
/s/ Thomas C. Freyman Thomas C. Freyman	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	February 28, 2007
/s/ Greg W. Linder Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	February 28, 2007
/s/ Roxanne S. Austin Roxanne S. Austin	Director	February 28, 2007
/s/ William M. Daley William M. Daley	Director	February 28, 2007
/s/ W. James Farrell W. James Farrell	Director	February 28, 2007

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/s/ H. Laurance Fuller H. Laurance Fuller	Director	February 28, 2007
/s/ Jack M. Greenberg Jack M. Greenberg	Director	February 28, 2007
/s/ David A. L. Owen David A. L. Owen	Director	February 28, 2007
/s/ Boone Powell Jr. Boone Powell Jr.	Director	February 28, 2007
/s/ W. Ann Reynolds W. Ann Reynolds	Director	February 28, 2007
/s/ Roy S. Roberts Roy S. Roberts	Director	February 28, 2007
/s/ William D. Smithburg William D. Smithburg	Director	February 28, 2007

EXHIBIT INDEX

Exhibit

No.	Description
5	Opinion of Laura J. Schumacher.
23.1	The consent of counsel, Laura J. Schumacher, is included in her opinion.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Deloitte & Touche LLP.
24	Power of Attorney is included on the signature page.

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