

ABBOTT LABORATORIES
Form 4
August 28, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEMMERS JOSEPH 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)

08/24/2006

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)

Executive Vice President

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)
			Code	V	Amount	(D)	Price
Common shares without par value	08/24/2006		M		3,065	A	\$ 32.6111
Common shares without par value	08/24/2006		M		10,077	A	\$ 33.2314
Common shares without par value	08/24/2006		M		1,163	A	\$ 34.7727

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Common shares without par value	08/24/2006	F	10,590	D	\$ 49	87,112	D	
Common shares without par value						11,046 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value						353 ⁽²⁾ ⁽³⁾	I	By self for son
Common shares without par value						296 ⁽²⁾ ⁽³⁾	I	By self for son
Common shares without par value						290 ⁽²⁾ ⁽³⁾	I	By self for son

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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (right to buy) ⁽⁴⁾	\$ 32.6111	08/24/2006		M		3,065	02/11/2003 02/10/2010	common shares	3,065
Option (right to buy) ⁽⁴⁾	\$ 33.2314	08/24/2006		M		10,077	02/14/2006 02/13/2013	common shares	10,077
Option (right to buy) ⁽⁴⁾	\$ 34.7727	08/24/2006		M		1,163	02/13/2001 02/12/2008	common shares	1,163

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buy) <u>(4)</u>									
Option (right to buy) <u>(4)</u>	\$ 49	08/24/2006	A	2,039	02/25/2007	02/10/2010	common shares	2,039	
Option (right to buy) <u>(4)</u>	\$ 49	08/24/2006	A	7,726	02/25/2007	02/13/2013	common shares	7,726	
Option (right to buy) <u>(4)</u>	\$ 49	08/24/2006	A	825	02/25/2007	02/12/2008	common shares	825	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEMMERS JOSEPH M 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Executive Vice President	

Signatures

Deborah K. Koenen, by power of attorney for Joseph M. Nemmers

08/28/2006

 **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) Balance in the Abbott Laboratories Stock Retirement Trust as of August 24, 2006.
- (2) Reporting person disclaims beneficial ownership of all securities held by his sons.
- (3) Includes shares acquired under the Abbott Laboratories Dividend Reinvestment and Stock Purchase Plan in transactions exempt from Section 16 under Rule 16(a)-11.
- (4) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.