

ABBOTT LABORATORIES

Form 4

February 02, 2007

**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 \*  
Landgraf John C

(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)

03/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ 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	03/16/2006		G	V	5,000	D	\$ 0
Common shares without par value	12/06/2006		G	V	290	D	\$ 0
Common shares without par value	01/31/2007		M		16,667	A	\$ 39.26
					95,052	D	

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Common shares without par value	01/31/2007	M	21,281	A	\$ 41.0317	116,333	D	
Common shares without par value	01/31/2007	M	15,481	A	\$ 42.42	131,814	D	
Common shares without par value	01/31/2007	M	3,941	A	\$ 27.4328	135,755	D	
Common shares without par value	01/31/2007	M	2,875	A	\$ 34.7727	138,630	D	
Common shares without par value	01/31/2007	M	7,033	A	\$ 45.4723	145,663	D	
Common shares without par value	01/31/2007	S	7,033	D	\$ 53.04	138,630	D	
Common shares without par value	01/31/2007	F	48,689	D	\$ 53.19	89,941	D	
Common shares without par value						15,140 <sup>(1)</sup>	I	Profit Sharing Trust
Common shares without par value	03/16/2006	G	V 5,000	A	\$ 0	25,000 <sup>(2)</sup>	I	Anne Marie Landgraf Living Trust
Common shares without par value						875 <sup>(3)</sup> <sup>(4)</sup>	I	By self for son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Option (right to buy) <sup>(5)</sup>	\$ 39.26	01/31/2007		M		16,667	08/03/2006	08/02/2014	common shares	16,667
Option (right to buy) <sup>(5)</sup>	\$ 41.0317	01/31/2007		M		21,281	02/20/2006	02/19/2014	common shares	21,281
Option (right to buy) <sup>(5)</sup>	\$ 42.42	01/31/2007		M		15,481	08/08/2006	02/13/2013	common shares	15,481
Option (right to buy) <sup>(5)</sup>	\$ 27.4328	01/31/2007		M		3,941	02/14/2000	02/13/2007	common shares	3,941
Option (right to buy) <sup>(5)</sup>	\$ 34.7727	01/31/2007		M		2,875	02/13/2001	02/12/2008	common shares	2,875
Option (right to buy) <sup>(5)</sup>	\$ 45.4723	01/31/2007		M		7,033	08/21/2001	02/13/2007	common shares	7,033
Option (right to buy) <sup>(5)</sup>	\$ 53.19	01/31/2007		A		13,588	08/01/2007	08/02/2014	common shares	13,588
Option (right to buy) <sup>(5)</sup>	\$ 53.19	01/31/2007		A		17,920	08/01/2007	02/19/2014	common shares	17,920
Option (right to buy) <sup>(5)</sup>	\$ 53.19	01/31/2007		A		13,270	08/01/2007	02/13/2013	common shares	13,270
Option (right to buy) <sup>(5)</sup>	\$ 53.19	01/31/2007		A		1,879	08/01/2007	02/12/2008	common shares	1,879

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Landgraf John C 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

## Signatures

John A. Berry, by power of attorney for John C. Landgraf	02/02/2007
<u>        </u> **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 February 01, 2007.
- (2) Held in the Anne Marie Landgraf Living Trust. The reporting person and his spouse are co-trustees of the trust. The trust is revocable by his spouse.
- (3) Includes shares acquired under the Abbott Laboratories Dividend Investment and Stock Purchase Plan in transactions exempt from Section 16(b) under Rule 16(a)-11.
- (4) Reporting person disclaims beneficial ownership of all securities held by his son.
- (5) 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.