

ABBOTT LABORATORIES

Form 4

October 05, 2005

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 *
DEMPSEY WILLIAM G

(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)

10/04/2005

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)
Common shares without par value	10/04/2005		M	3,744	A \$ 41.1633	156,685	D
Common shares without par value	10/04/2005		M	11,177	A \$ 41.2949	167,862	D
Common shares without par value	10/04/2005		M	2,385	A \$ 41.8963	170,247	D

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Common shares without par value	10/04/2005	S	27,981	D	\$ 43	142,266	D	
Common shares without par value	10/04/2005	S	1,840	D	\$ 43.99	140,426	D	
Common shares without par value	10/04/2005	S	5,800	D	\$ 43.98	134,626	D	
Common shares without par value	10/04/2005	S	7,400	D	\$ 43.97	127,226	D	
Common shares without par value						10,242 ⁽¹⁾	I	Profit Sharing Trust

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) ⁽²⁾	\$ 41.1633	10/04/2005		M	3,744	12/26/1999 02/08/2006	common shares	3,744
Option (right to	\$ 41.2949	10/04/2005		M	5,303	12/29/1999 02/08/2006	common shares	5,303

buy) ⁽²⁾

Option (right to buy) ⁽²⁾	\$ 41.2949	10/04/2005	M	5,874	12/29/1999	12/01/2006	common shares	5,874
Option (right to buy) ⁽²⁾	\$ 41.8963	10/04/2005	M	2,385	05/26/2004	02/08/2006	common shares	2,385

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMPSEY WILLIAM G 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for William G.
Dempsey

10/05/2005

__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 October 3, 2005.
- (2) 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 exercises and sales were 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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