

ABBOTT LABORATORIES
Form 4
August 17, 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 *
Tyree James L

(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)

08/15/2006

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	08/15/2006		M		5,100	A	\$ 33.2314
Common shares without par value	08/15/2006		M		2,519	A	\$ 39.6784
Common shares without par value	08/15/2006		M		2,468	A	\$ 40.5054
Common shares without par value	08/15/2006		M		2,468	A	\$ 40.5054

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Common shares without par value	08/15/2006	M	3,180	A	\$ 44.321	103,673	D	
Common shares without par value	08/15/2006	F	11,308	D	\$ 47.96	92,365	D	
Common shares without par value						1,128 ⁽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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Option (right to buy) ⁽²⁾	\$ 33.2314	08/15/2006		M		5,100	02/14/2006 02/13/2013	common shares	5,100
Option (right to buy) ⁽²⁾	\$ 39.6784	08/15/2006		M		2,519	01/13/2000 06/29/2007	common shares	2,519
Option (right to buy) ⁽²⁾	\$ 40.5054	08/15/2006		M		2,468	04/13/1999 06/29/2007	common shares	2,468
Option (right to buy) ⁽²⁾	\$ 44.321	08/15/2006		M		3,180	07/12/1999 06/29/2007	common shares	3,180
Option (right to	\$ 47.96	08/15/2006		A		3,782	02/16/2007 02/13/2013	common shares	3,782

buy) (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tyree James L 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Senior Vice President	

Signatures

John A. Berry, by power of attorney for James L.
Tyree

08/17/2006

 **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 15, 2006.
- (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 were made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted on Au

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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