

ABBOTT LABORATORIES
Form 4
February 06, 2007

FORM 4

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

OMB APPROVAL

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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 *
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)

12/01/2006

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	(A) or (D)	Price
Common shares without par value	02/02/2007		M		39,015	A	\$ 41.0317
Common shares without par value	02/02/2007		M		53,171	A	\$ 41.1069
Common shares without par value	02/02/2007		M		12,457	A	\$ 41.6426

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Common shares without par value	02/02/2007	F	88,697	D	\$ 52.87	191,744	D	
Common shares without par value	12/01/2006	G V	2,553	D	\$ 0	189,191	D	
Common shares without par value						10,576 ⁽¹⁾	I	Profit Sharing Trust

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 displays a currently valid OMB control number.

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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⁾	\$ 41.0317	02/02/2007		M		39,015	02/20/2006 02/19/2014	common shares	39,015
Option (right to buy) ⁽²⁾	\$ 41.1069	02/02/2007		M		53,171	03/17/2004 02/10/2010	common shares	53,171
Option (right to buy) ⁽²⁾	\$ 41.6426	02/02/2007		M		12,457	08/18/2004 02/13/2013	common shares	12,457
Option (right to buy) ⁽²⁾	\$ 52.87	02/02/2007		A		33,282	08/03/2007 02/19/2014	common shares	33,282
Option (right to buy) ⁽²⁾	\$ 52.87	02/02/2007		A		44,824	08/03/2007 02/10/2010	common shares	44,824

