

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 8, 2006**

ABBOTT LABORATORIES

(Exact name of registrant as specified in its charter)

Illinois
(State or Other Jurisdiction
of Incorporation)

1-2189
(Commission File
Number)

36-0698440
(IRS Employer
Identification No.)

100 Abbott Park Road
Abbott Park, Illinois
(Address of principal executive offices)

60064-6400
(Zip Code)

Registrant's telephone number, including area code: **(847) 937-6100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

Item 3.03 Material Modification to Rights of Security Holders.

On December 8, 2006, the Board of Directors of Abbott Laboratories, an Illinois corporation (the "Company"), approved Amendment Number 3 ("Amendment Number 3"), dated as of the same date, to the Rights Agreement, dated as of November 11, 1999, by and between the Company and Computershare Trust Company, N.A. (successor in interest to BankBoston, N.A.), (the "Rights Agent"), as amended by Amendment Number 1, dated as of December 7, 1999, and Amendment Number 2, dated as of May 19, 2000 (as so amended, the "Rights Agreement"). Amendment Number 3 changes the expiration date of the Company's preferred stock purchase rights (the "Rights") issued under the Rights Agreement from the close of business on November 10, 2009, to the close of business on December 11, 2006. As a result of Amendment Number 3, all Rights outstanding under the Rights Agreement expired as of the close of business on December 11, 2006.

The foregoing summary description of Amendment Number 3 is qualified in its entirety by reference to Amendment Number 3. A copy of Amendment Number 3 is filed with this report as Exhibit 4.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment Number 3 to Rights Agreement, dated as of December 8, 2006, by and between Abbott Laboratories and Computershare Trust Company, N.A. (successor in interest to BankBoston, N.A.), as Rights Agent

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABBOTT LABORATORIES

Date: December 13, 2006

By: /s/ Thomas C. Freyman

Thomas C. Freyman
Executive Vice President, Finance and
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment Number 3 to Rights Agreement, dated as of December 8, 2006, by and between Abbott Laboratories and Computershare Trust Company, N.A. (successor in interest to BankBoston, N.A.), as Rights Agent

Amendment Number 3 to Rights Agreement

Pursuant to Section 27 of the Rights Agreement, dated as of November 11, 1999, as amended (the “Rights Agreement”), by and between Abbott Laboratories, an Illinois corporation (the “Company”), and Computershare Trust Company, N.A. (successor in interest to BankBoston, N.A.), (the “Rights Agent”), the Company and the Rights Agent hereby agree that the Rights Agreement shall be amended as follows:

1. Section 7(a)(i) of the Rights Agreement is hereby amended by deleting “(i) the close of business on November 10, 2009 (the ‘Final Expiration Date’)” and replacing it with the following:

(i) the close of business on December 11, 2006 (the “Final Expiration Date”)
2. The exhibits to the Rights Agreement shall be amended as necessary to reflect this Amendment, including all conforming changes.
3. Other than as set forth herein, all other provisions of the Rights Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Number 3 to the Rights Agreement to be executed as of the 8th day of December, 2006.

ABBOTT LABORATORIES

By: /s/ Thomas C. Freyman
Name: Thomas C. Freyman
Title: Executive Vice President and
Chief Financial Officer

**COMPUTERSHARE TRUST
COMPANY, N.A. (SUCCESSOR IN
INTEREST TO BANKBOSTON, N.A.)**

By: /s/ Dennis V. Moccia
Name: Dennis V. Moccia
Title: Managing Director
