

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Abbott Laboratories

(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction of
incorporation or organization)

36-0698440
(I.R.S. Employer
Identification No.)

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois
(Address of Principal Executive Offices)

60064-6400
(Zip Code)

ABBOTT LABORATORIES 1996 INCENTIVE STOCK PROGRAM

(Full title of the plan)

Laura J. Schumacher
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400
(Name and address of agent for service)

Telephone number, including area code, of agent for service: **(847) 937-6100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	x	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	o

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (a)	Proposed maximum aggregate offering price (a)	Amount of registration fee (a)
Common shares (without par value)	23,248,652	\$ 57.83	\$ 1,344,469,545	\$ 52,838
(a) An undetermined number of additional shares may be issued if the antidilution provisions of the plan become operative. The filing fee has been calculated in accordance with Rule 457(c) based on the average of the high and low prices of Registrant's Common Shares reported on the New York Stock Exchange on August 21, 2008.				

Pursuant to General Instruction E, the contents of Abbott Laboratories 1996 Incentive Stock Program Registration Statement on Form S-8 (File no. 333-09071) are incorporated herein by reference.

Part II. Information Required in the Registration Statement

Item 8. Exhibits

See Exhibit Index, which is incorporated herein by reference.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, and State of Illinois, on August 25, 2008.

ABBOTT LABORATORIES

By: /s/ Miles D. White

Miles D. White,
Chairman of the Board and
Chief Executive Officer

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Each person whose signature appears below constitutes and appoints Miles D. White and Laura Schumacher, Esq., and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Miles D. White</u> Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	August 25, 2008
<u>/s/ Thomas C. Freyman</u> Thomas C. Freyman	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	August 25, 2008
<u>/s/ Greg W. Linder</u> Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	August 25, 2008
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director	August 25, 2008
<u>/s/ William M. Daley</u> William M. Daley	Director	August 25, 2008
<u>/s/ W. James Farrell</u> W. James Farrell	Director	August 25, 2008
<u>/s/ H. Laurance Fuller</u> H. Laurance Fuller	Director	August 25, 2008
<u>/s/ William A. Osborn</u> William A. Osborn	Director	August 25, 2008

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<u>/s/ David A. L. Owen</u> David A. L. Owen	Director	August 25, 2008
<u>/s/ Boone Powell Jr.</u> Boone Powell Jr.	Director	August 25, 2008
<u>/s/ W. Ann Reynolds</u> W. Ann Reynolds	Director	August 25, 2008
<u>/s/ Roy S. Roberts</u> Roy S. Roberts	Director	August 25, 2008
<u>/s/ Samuel C. Scott III</u> Samuel C. Scott III	Director	August 25, 2008

/s/ William D. Smithburg
William D. Smithburg

Director

August 25, 2008

/s/ Glenn F. Tilton
Glenn F. Tilton

Director

August 25, 2008

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5	Opinion of Mayer Brown LLP.
23.1	Consent of Mayer Brown LLP is included in the opinion filed as Exhibit 5 hereto.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Deloitte & Touche LLP.
24	Power of Attorney is included on the signature page.

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Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606-4637

Main Tel (312) 782-0600
Main Fax (312) 701-7711
www.mayerbrown.com

August 22, 2008

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-6400

Re: Abbott Laboratories 1996 Incentive Stock Program

Ladies and Gentlemen:

We have acted as special counsel to Abbott Laboratories, an Illinois corporation (the "Company"), in connection with the registration under the Securities Act of 1933 of 23,248,652 common shares, without par value, of the Company (the "Shares") pursuant to the Abbott Laboratories 1996 Incentive Stock Program (the "Program"). In connection therewith, we have examined or are otherwise familiar with the Company's Restated Articles of Incorporation, the Company's By-Laws, as amended to date, the Program, the Company's Registration Statement on Form S-8 (the "Registration Statement") relating to the Shares, relevant resolutions of the Board of Directors of the Company and of the shareholders of the Company relating to the establishment of the Program or the award of benefits under the Program, and such other documents and instruments as we have deemed necessary for the purposes of this opinion.

Based upon the foregoing, we are of the opinion that the Shares are duly authorized for issuance and when issued in accordance with the provisions of the Program will be legally issued, fully paid and non-assessable shares of the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Mayer Brown LLP
Mayer Brown LLP

Mayer Brown LLP operates in combination with our associated English limited liability partnership
and Hong Kong partnership (and its associated entities in Asia).

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 14, 2008, relating to the consolidated financial statements and financial statement schedule of Abbott Laboratories and subsidiaries and the effectiveness of Abbott Laboratories' and subsidiaries' internal control over financial reporting (which report on the financial statements expresses an unqualified opinion and includes an explanatory paragraph regarding the adoption of new accounting standards in 2007 and 2006) appearing in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2007.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
August 22, 2008

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 1, 2008, relating to the financial statements and financial statement schedule of TAP Pharmaceutical Products Inc. appearing in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2007.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
August 22, 2008
