

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)

60064-3500
(Zip Code)

ABBOTT LABORATORIES 1996 INCENTIVE STOCK PROGRAM

(Full Title Of The Plan)

Jose M. de Lasa
Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-3500
(Name and address of agent for service)

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

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)	10,511,147(a)	\$ 43.25	\$454,607,107.70	\$156,761.07

(a) The Common Shares registered hereunder represent that number of shares with respect to which options may be granted to employees of the Company or its subsidiaries under the Abbott Laboratories 1996 Incentive Stock Program. (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 in the consolidated reporting system on July 24, 1996.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents are incorporated by reference in the registration statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1995.

(b) The Registrant's Current Report on Form 8-K, dated March 29, 1996.

(c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996.

(d) The description of the Common Shares contained in the registrant's registration statements filed under the Securities Exchange Act of 1934 (File No. 1-2189), including any amendments or reports filed for the purpose of updating such descriptions.

All documents subsequently filed by the registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all shares offered have been sold or which deregisters all shares then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part hereof from the date of filing of such documents.

Item 4. DESCRIPTION OF SECURITIES

Not Applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Jose M. de Lasa, Esq., Senior Vice-President, General Counsel and Secretary of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of July 24, 1996 20,056 shares of common stock of the Company and held options to acquire 130,002 shares of such common stock of which options to purchase 26,668 shares of common stock are currently exercisable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Restated Article R-VI of the Company's Restated Articles of Incorporation provides that the Company shall in the case of persons who are or were directors or officers of the Company, and may, as to such other persons, indemnify to the fullest extent permitted by law any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The provisions of Article R-VI are applicable to all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the Company in advance of the final disposition of such action, suit or proceeding, as authorized by the Company's Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to indemnification.

Section 8.75 of the Illinois Business Corporation Act provides that a corporation may indemnify any person (or his or her personal representatives) who, by reason of the fact that such person is or was a director or officer of such corporation, is made (or threatened to be made) a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one brought on behalf of the corporation, against reasonable expenses

(including attorneys' fees), judgements, fines and settlement payments, if such person acted in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of such corporation and, in criminal actions, in addition, had no reasonable cause to believe his or her conduct was unlawful. In the case of actions on behalf of the corporation, indemnification may extend only to reasonable expenses (including attorneys' fees) and only if such person acted in good faith and in a manner he or she reasonably believed to be not opposed to the best interests of the corporation, provided that no such indemnification is permitted in respect of any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation except to the extent that the adjudicating court otherwise provides. To the extent that such person has been successful in defending any action, suit or proceeding (even one on behalf of the corporation) or in defense of any claim, issue or matter therein, such person is entitled to indemnification for reasonable expenses (including attorneys' fees) incurred by such person in connection therewith.

The indemnification provided for by the Illinois Business Corporation Act is not exclusive of any other rights of indemnification, and a corporation may maintain insurance against liabilities for which indemnification is not expressly provided by the Illinois Business Corporation Act. The Company's directors and officers are insured under a directors and officers liability insurance policy maintained by the Company.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

Item 8. EXHIBITS

See Exhibit Index which is incorporated herein.

Item 9. UNDERTAKINGS

The registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the

Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) That, for the purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(4) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described in Item 6 or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, that registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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 July 26, 1996.

ABBOTT LABORATORIES

By /s/ Duane L. Burnham

Duane L. Burnham
Chairman of the Board and
Chief Executive Officer

Each person whose signature appears below constitutes and appoints Duane L. Burnham and Jose M. de Lasa, 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 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.

Signature - - - - -	Title - - - - -	Date - - - - -
/s/ Duane L. Burnham - - - - - Duane L. Burnham	Chairman of the Board, Chief Executive Officer, and Director of Abbott Laboratories	July 26, 1996
/s/ K. Frank Austen, M.D. - - - - - K. Frank Austen, M.D.	Director of Abbott Laboratories	July 26, 1996
/s/ H. Laurance Fuller - - - - - H. Laurance Fuller	Director of Abbott Laboratories	July 26, 1996
/s/ Thomas R. Hodgson - - - - - Thomas R. Hodgson	President, Chief Operating Officer and Director of Abbott Laboratories	July 26, 1996
/s/ Allen F. Jacobson - - - - - Allen F. Jacobson	Director of Abbott Laboratories	July 26, 1996
/s/ David A. Jones - - - - - David A. Jones	Director of Abbott Laboratories	July 26, 1996
/s/ David A. L. Owen - - - - - David A. L. Owen	Director of Abbott Laboratories	July 26, 1996
/s/ Boone Powell, Jr. - - - - - Boone Powell, Jr.	Director of Abbott Laboratories	July 26, 1996
/s/ A. Barry Rand - - - - - A. Barry Rand	Director of Abbott Laboratories	July 26, 1996
/s/ W. Ann Reynolds - - - - - W. Ann Reynolds	Director of Abbott Laboratories	July 26, 1996
/s/ William D. Smithburg - - - - - William D. Smithburg	Director of Abbott Laboratories	July 26, 1996
/s/ John R. Walter - - - - - John R. Walter	Director of Abbott Laboratories	July 26, 1996
/s/ William L. Weiss - - - - - William L. Weiss	Director of Abbott Laboratories	July 26, 1996
/s/ Gary P. Coughlan - - - - - Gary P. Coughlan	Senior Vice President, Finance and Chief Financial Officer of Abbott Laboratories	July 26, 1996
/s/ Theodore A. Olson - - - - - Theodore A. Olson	Vice President and Controller of Abbott Laboratories	July 26, 1996

EXHIBIT INDEX

Exhibit No. -----	Description -----
4.1*	Articles of Incorporation - Abbott Laboratories, filed as Exhibit 3.1 to the Abbott Laboratories Quarterly Report on Form 10-Q for the Quarter ended March 31, 1994.
4.2*	Corporate By-Laws - Abbott Laboratories filed as Exhibit 3.2 to the 1994 Abbott Laboratories Annual Report on Form 10-K.
5	Opinion of Jose M. de Lasa, as to the legality of the securities being registered.
23.1	Consent of Arthur Andersen LLP as to the use of their report and references to their firm.
23.2	The consent of counsel, Jose M. de Lasa, is included in his opinion filed as Exhibit 5, herewith.
24.1	Power of Attorney (included on signature page of this Registration Statement).

* Incorporated herein by reference

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-3500

July 26, 1996

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois 60064-3500

Gentlemen:

I am Senior Vice President, Secretary and General Counsel of Abbott Laboratories, an Illinois corporation, and have advised Abbott Laboratories in connection with the proposed offering of 10,511,147 shares of the common stock, without par value, of Abbott Laboratories (the "Shares") pursuant to certain incentive stock programs, which incentive stock programs are more fully described in the Registration Statement on Form S-8 to which this is an exhibit (the "Registration Statement"). The Registration Statement is being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. In connection with the proposed offering and registration, I, or members of my staff, have examined or are otherwise familiar with:

- (i) the Registration Statement,
- (ii) the Restated Articles of Incorporation of Abbott Laboratories,
- (iii) the By-laws of Abbott Laboratories,
- (iv) the Abbott Laboratories 1986 Incentive Stock Program,
- (v) the Abbott Laboratories 1991 Incentive Stock Program,
- (vi) the Abbott Laboratories 1996 Incentive Stock Program (the Abbott Laboratories 1986 Incentive Stock Program, the Abbott Laboratories 1991 Incentive Stock Program, and the Abbott Laboratories 1996 Incentive Stock Program being referred to herein as the "Programs"),
and
- (vii) the minutes of all of the meetings of the board of directors of Abbott Laboratories and of the shareholders of Abbott Laboratories relating to the establishment of the Programs or the award of benefits under the Programs.

In addition, I have made such other examinations and have ascertained or verified to my satisfaction such additional facts as I deem pertinent under the circumstances.

On the basis of such examinations, I am of the opinion that:

1. Abbott Laboratories is a corporation duly organized and validly existing under the laws of the State of Illinois with full corporate power and authority to issue the Shares and having authorized capital of 1,200,000,000 Common Shares, of which 780,903,826 were outstanding on July 24, 1996 and 1,000,000 cumulative preferred shares, par value \$1.00 per share, none of which are outstanding.
2. As of July 24, 1996, 10,511,147 shares of Common Stock were reserved for issuance upon the exercise of options or the grant of benefits under the 1996 Incentive Stock Program.
3. All of the legal and corporate proceedings that are necessary in connection with the grant of benefits under the Programs and the authorization and issuance of the Shares pursuant thereto have been duly taken and, after those Shares have been issued in accordance with the provisions of the Programs will be legally issued, fully paid and nonassessable outstanding common shares of Abbott Laboratories.

I hereby consent to the use of this legal opinion as an exhibit to the Registration Statement to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

Very truly yours,

/s/ Jose M. de Lasa

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Jose M. de Lasa
Senior Vice President,
Secretary and General Counsel

JMdL:jab

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference of the following into this registration statement for the Abbott Laboratories 1996 Incentive Stock Program:

1. Our supplemental report dated January 15, 1996 included in the registrant's Annual Report on Form 10-K for the year ended December 31, 1995; and
2. Our report dated January 15, 1996 incorporated by reference in the registrant's Annual Report on Form 10-K for the year ended December 31, 1995.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Chicago, Illinois
July 26, 1996