SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden

0.5

hours per response:

1. Name and Addres	1 0	*	2. Issuer Name and Ticker or Trading Symbol ABBOTT LABORATORIES [ABT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
LIEPMANN HOLGER A					Director	10% Owner					
				x	Officer (give title	Other (specify					
(Last) (First) 100 ABBOTT PARK ROAD	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)					
	ARK ROAD		08/23/2004		Senior Vice President						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	ridual or Joint/Group Filing	g (Check Applicable					
ABBOTT PARK	IL	60064-6400		X	Form filed by One Rep	orting Person					
					Form filed by More tha	n One Reporting					
(City)	(State)	(Zip)			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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common shares without par value	08/23/2004		М		10,284	A	\$32.6111	75,196	D	
Common shares without par value	08/23/2004		F		8,761	D	\$41.01	66,435	D	
Common shares without par value								12,795 ⁽¹⁾	I	Profit sharing trust
Common shares without par value								295 ⁽²⁾	I	By wife for daughter
Common shares without par value								296 ⁽²⁾	I	By wife for daughter

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. Transa Code (8)	action Derivative			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Option (right to buy) ⁽³⁾	\$32.6111	08/23/2004		М			10,284	02/11/2003	02/10/2010	Common shares	10,284	\$0	0	D	
Option (right to buy) ⁽³⁾	\$41.01	08/23/2004		A		8,761		02/24/2004	02/10/2010	Common shares	8,761	\$0	8,761	D	

Explanation of Responses:

1. Balance in the Abbott Laboratories Stock Retirement Trust as of August 20, 2004.

2. Reporting person disclaims beneficial ownership of shares held by his daughters.

3. 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:

This exercise was made pursuant to a previously adopted plan complying with Rule 10b5-1(c). The plan was adopted on August 18, 2004.

John A. Berry, Attorney-in-Fact for Holger A. Liepmann ** Signature of Reporting Person

08/25/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.