

**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) 937-5200**

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)	46,868,123	\$48.94	\$2,293,725,939	\$269,972

(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 May 9, 2005.

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 5. Interests of Named Experts and Counsel

Laura J. Schumacher, Esq., Senior Vice President, Secretary and General Counsel of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of May 11, 2005, approximately 48,500 Common Shares of the Registrant (this amount includes approximately 4,629 shares held for the benefit of Ms. Schumacher in the Abbott Laboratories Stock Retirement Trust pursuant to the Abbott Laboratories Stock Retirement Plan) and held options to acquire 195,168 Common Shares of which options to purchase 90,405 Common Shares are currently exercisable.

Item 8. Exhibits

## 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 May 11, 2005.

## ABBOTT LABORATORIES

By: /s/ Miles D. White  
Miles D. White,  
Chairman of the Board and  
Chief Executive Officer

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	May 11, 2005
<u>/s/ Richard A. Gonzalez</u> Richard A. Gonzalez	President and Chief Operating Officer, Medical Products Group, and Director	May 11, 2005
<u>/s/ Jeffrey M. Leiden</u> Jeffrey M. Leiden	President and Chief Operating Officer, Pharmaceutical Products Group, and Director	May 11, 2005
<u>/s/ Thomas C. Freyman</u> Thomas C. Freyman	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	May 11, 2005
<u>/s/ Greg W. Linder</u> Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	May 11, 2005
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director	May 11, 2005
<u>/s/ William M. Daley</u> William M. Daley	Director	May 11, 2005
<u>/s/ H. Laurance Fuller</u> H. Laurance Fuller	Director	May 11, 2005

<u>/s/ Jack M. Greenberg</u> Jack M. Greenberg	Director	May 11, 2005
<u>/s/ David A. L. Owen</u> David A. L. Owen	Director	May 11, 2005

<u>/s/Boone Powell Jr.</u> Boone Powell Jr.	Director	May 11, 2005
<u>/s/ A. Barry Rand</u> A. Barry Rand	Director	May 11, 2005
<u>/s/ W. Ann Reynolds</u> W. Ann Reynolds	Director	May 11, 2005
<u>/s/ Roy S. Roberts</u> Roy S. Roberts	Director	May 11, 2005
<u>/s/ William D. Smithburg</u> William D. Smithburg	Director	May 11, 2005
<u>/s/ John R. Walter</u> John R. Walter	Director	May 11, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5	Opinion of Laura J. Schumacher.
23.1	The consent of counsel, Laura J. Schumacher, is included in her opinion.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Deloitte & Touche LLP.
24	Power of Attorney is included on the signature page.

May 10, 2005

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

Ladies and 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 46,868,123 additional common shares, without par value, of Abbott Laboratories (the "Shares") pursuant to the Abbott Laboratories 1996 Incentive Stock Program (the "Program"), being offered pursuant to 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 Program, and
- (v) 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 Program or the award of benefits under the Program.

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 all of the legal and corporate proceedings that are necessary in connection with the grant of benefits under the Program and the authorization and issuance of the Shares pursuant thereto has been duly taken and, after those Shares have been issued in accordance with the provisions of the Program, will be legally issued, fully paid and nonassessable outstanding common shares of Abbott Laboratories.

I hereby consent to the filing of this legal opinion as an exhibit to the Registration Statement on Form S-8 to be filed by Abbott Laboratories with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the Shares issuable pursuant to the

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Program and to the reference to me under the caption "Interests of Named Experts and Counsel" in such Registration Statement.

Very truly yours,

/s/ Laura J. Schumacher

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Laura J. Schumacher  
Senior Vice President,  
Secretary and General Counsel

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## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 for the Abbott Laboratories 1996 Incentive Stock Program of our reports relating to the consolidated financial statements and supplemental schedule of Abbott Laboratories and management's report on the effectiveness of internal control over financial reporting dated February 18, 2005, appearing in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2004.

/s/ DELOITTE & TOUCHE LLP

DELOITTE & TOUCHE LLP  
Chicago, Illinois  
May 11, 2005

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 for the Abbott Laboratories 1996 Incentive Stock Program, of our reports relating to the consolidated financial statements of TAP Pharmaceutical Products Inc. and subsidiaries dated February 16, 2005, appearing in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2004.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois

May 11, 2005

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