

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * <u>Landgraf John C</u> (Last) (First) (Middle) <u>100 ABBOTT PARK ROAD</u> (Street) <u>ABBOTT PARK IL 60064-6400</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>ABBOTT LABORATORIES [ABT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting 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) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common shares without par value | 02/18/2006 | | F | | 1,146 | D | \$44.15 | 67,485 | D | |
| Common shares without par value | 02/17/2006 | | A ⁽¹⁾ | | 26,500 | A | \$44.16 | 93,985 | D | |
| Common shares without par value | 02/21/2006 | | S | | 310 | D | \$43.86 | 93,675 | D | |
| Common shares without par value | | | | | | | | 20,000 ⁽²⁾ | I | Anne Marie Landgraf Living Trust |
| Common shares without par value | | | | | | | | 14,851 ⁽³⁾ | I | Profit Sharing Trust |
| Common shares without par value | | | | | | | | 858 ⁽⁴⁾⁽⁵⁾ | I | By self for son |

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. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 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 Transaction(s) (Instr. 4) | 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 | | | | | |
| Option (right to buy) ⁽⁶⁾ | \$44.16 | 02/17/2006 | | A | | 83,000 | | 02/17/2007 | 02/16/2016 | Common shares | \$0 | 83,000 | D | |

Explanation of Responses:

1. These shares represent performance vested restricted stock awards under the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16(b) under Rule 16b-3. The awards have a 5 year term, with no more than 1/3 of the award vesting in any one year upon Abbott reaching a minimum return on equity target. The awards include the right to have stock withheld for tax purposes.
2. Held in the Anne Marie Landgraf Living Trust. The reporting person and his spouse are co-trustees of the trust. The trust is revocable by his spouse.
3. Balance in the Abbott Laboratories Stock Retirement Trust as of February 16, 2006.
4. Includes shares acquired under the Abbott Laboratories Dividend Reinvestment and Stock Purchase Plan in a transaction exempt from Section 16 under 16(a)-11.
5. Reporting person disclaims beneficial ownership of all securities held by his son.
6. Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16(b) under Rule 16b-3. The option becomes exercisable in annual increments of 27,667 on 02/17/2007, 27,667 on 02/17/2008 and 27,666 on 02/17/2009.

John A. Berry, Attorney-in-Fact 02/22/2006
for John C. Landgraf

** Signature of Reporting Person 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.

POWER OF ATTORNEY

The undersigned constitutes and appoints LAURA J. SCHUMACHER, JOHN A. BERRY and DEBORAH K. KOENEN, and each of them individually, as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to prepare and sign any and all Securities and Exchange Commission ("SEC") Notices of Proposed Sales of Securities pursuant to Rule 144 under the Securities Act of 1933 on Form 144, all SEC statements on Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, and any amendments to such forms, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, 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 under said Rule 144 and Section 16(a), as fully for all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4, or 5 or if earlier, until the undersigned revokes such authorization by written instructions to the attorney-in-fact.

Date: February 20, 2006

/s/ John C. Landgraf

Signature of Reporting Person

John C. Landgraf

Name

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