
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)

Jose M. de Lasa

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)	23,189,012	\$53.78	\$1,247,105,065	\$298,059

(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 November 27, 2001.

The contents of Abbott Laboratories 1996 Incentive Stock Program Registration Statement on Form S-8 (File no. 333-52768) are 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 November 29, 2001.

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 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 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.

Signature	Title	Date
<hr/> /s/ MILES D. WHITE Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	November 29, 2001
<hr/> /s/ JEFFREY M. LEIDEN Jeffrey M. Leiden, M.D., Ph.D.	Executive Vice President, Pharmaceuticals, Chief Scientific Officer, and Director	November 29, 2001
<hr/> /s/ THOMAS C. FREYMAN Thomas C. Freyman	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	November 29, 2001
<hr/> /s/ GREG W. LINDER Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	November 29, 2001
<hr/> /s/ ROXANNE S. AUSTIN Roxanne S. Austin	Director	November 29, 2001
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<hr/> /s/ H. LAURANCE FULLER H. Laurance Fuller	Director	November 29, 2001
<hr/> /s/ JACK M. GREENBERG Jack M. Greenberg	Director	November 29, 2001
<hr/> /s/ DAVID A. JONES David A. Jones	Director	November 29, 2001
<hr/> /s/ DAVID A. L. OWEN David A. L. Owen	Director	November 29, 2001
<hr/> /s/ BOONE POWELL, JR. Boone Powell, Jr.	Director	November 29, 2001
<hr/> /s/ A. BARRY RAND A. Barry Rand	Director	November 29, 2001
<hr/> /s/ W. ANN REYNOLDS W. Ann Reynolds	Director	November 29, 2001
<hr/> /s/ ROY S. ROBERTS Roy S. Roberts	Director	November 29, 2001

Roy S. Roberts

/s/ WILLIAM D. SMITHBURG

Director

November 29, 2001

William D. Smithburg

/s/ JOHN R. WALTER

Director

November 29, 2001

John R. Walter

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5	Opinion of Jose M. de Lasa, as to the legality of the securities being registered.
23.1	The consent of counsel, Jose M. de Lasa, is included in his opinion.
23.2	Consent of Arthur Andersen LLP.
23.3	Consent of Deloitte & Touche GmbH.
23.4	Consent of Ernst & Young.
23.5	Consent of Asahi & Co.
24	Power of Attorney is included on the signature page.

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Exhibit 5 and 23.1

November 29, 2001

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

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 23,189,012 shares of the common stock, without par value, of Abbott Laboratories (the "Shares") pursuant to the Abbott Laboratories 1996 Incentive Stock Program (the "Program"), which Program is 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 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:

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 2,400,000,000 common shares, of which 1,553,099,977 were outstanding on October 31, 2001 and 1,000,000 cumulative preferred shares, par value \$1.00 per share, none of which are outstanding.
2. As of January 1, 2001, 23,189,012 additional shares of Common Stock were reserved for issuance upon the exercise of options or the grant of benefits under the Abbott Laboratories 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 has 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
Jose M. de Lasa
Senior Vice President,
Secretary and General Counsel

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[Exhibit 5 and 23.1](#)

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Exhibit 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated January 15, 2001 included in the Abbott Laboratories Annual Report on Form 10-K for the year ended December 31, 2000 and to all references to our Firm included in this Registration Statement.

/s/ Arthur Andersen LLP
ARTHUR ANDERSEN LLP

Chicago, Illinois
November 27, 2001

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[CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS](#)

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Exhibit 23.3

CONSENT OF INDEPENDENT AUDITORS

We hereby consent to the incorporation by reference in this registration statement of Abbott Laboratories on Form S-8 of our report dated April 20, 2001 (relating to the financial statements of the BASF Pharmaceutical Business) included in Amendment No. 1 to the current report on Form 8-K of Abbott Laboratories dated March 2, 2001.

Deloitte & Touche GmbH
Wirtschaftsprüfungsgesellschaft

/s/ Deloitte & Touche

Frankfurt, Germany
November 27, 2001

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[Exhibit 23.3](#)
[CONSENT OF INDEPENDENT AUDITORS](#)

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Exhibit 23.4

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8, pertaining to Abbott Laboratories 1996 Incentive Stock Program, of our reports dated January 26, 2001, and January 28, 2000 with respect to the financial statements of Knoll GmbH (formerly Knoll AG), Ludwigshafen, included in the Amendment No. 1 to the current Report on Form 8-K of Abbott Laboratories dated March 2, 2001.

Mannheim
November 28, 2001

Ernst & Young
Deutsche Allgemeine Treuhand AG
Wirtschaftsprüfungsgesellschaft

/s/ A. Muller
A. Muller
Wirtschaftsprüfer

/s/ Ketterle
Ketterle
Wirtschaftsprüfer
Certified Public Accountant

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[Exhibit 23.4](#)
[CONSENT OF INDEPENDENT AUDITORS](#)

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Exhibit 23.5

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement for Abbott Laboratories 1996 Incentive Stock Program of our reports dated January 26, 2001 and January 28, 2000, included in the Abbott Laboratories Report on Form 8-K/A dated March 2, 2001 on the financial statements of Hokuriku Seiyaku Co., Ltd. for the years ended December 31, 2000 and 1999 (such financial statements are not included in the 8-K/A) and to all references to our Firm included in this registration statement.

Asahi & Co.
ASAHI & CO.

Tokyo, Japan
November 27, 2001

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[Exhibit 23.5](#)
[CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS](#)