

**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) 937-6100**

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)	46,147,171	\$ 52.725	\$ 2,433,109,590	\$ 74,696

(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 March 6, 2007.

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., Executive Vice President, General Counsel and Secretary of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of February 28, 2007, approximately 121,614 Common Shares of the Registrant (this amount includes approximately 4,934 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 377,329 Common Shares of which options to purchase 186,995 Common Shares are currently exercisable.

Item 8. Exhibits

See Exhibit Index, which is 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 February 28, 2007.

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	February 28, 2007
<u>/s/ Richard A. Gonzalez</u> Richard A. Gonzalez	President and Chief Operating Officer, and Director	February 28, 2007
<u>/s/ Thomas C. Freyman</u> Thomas C. Freyman	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	February 28, 2007
<u>/s/ Greg W. Linder</u> Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	February 28, 2007
<u>/s/ Roxanne S. Austin</u> Roxanne S. Austin	Director	February 28, 2007
<u>/s/ William M. Daley</u> William M. Daley	Director	February 28, 2007
<u>/s/ W. James Farrell</u> W. James Farrell	Director	February 28, 2007

<u>/s/ H. Laurance Fuller</u> H. Laurance Fuller	Director	February 28, 2007
<u>/s/ Jack M. Greenberg</u> Jack M. Greenberg	Director	February 28, 2007
<u>/s/ David A. L. Owen</u> David A. L. Owen	Director	February 28, 2007
<u>/s/ Boone Powell Jr.</u> Boone Powell Jr.	Director	February 28, 2007

<u>/s/ W. Ann Reynolds</u> W. Ann Reynolds	Director	February 28, 2007
<u>/s/ Roy S. Roberts</u> Roy S. Roberts	Director	February 28, 2007
<u>/s/ William D. Smithburg</u> William D. Smithburg	Director	February 28, 2007

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.

March 6, 2007

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

Ladies and Gentlemen:

I am Executive Vice President, General Counsel and Secretary of Abbott Laboratories, an Illinois corporation, and have advised Abbott Laboratories in connection with the proposed offering of 46,147,171 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 Program and to the reference to me under the caption "Interests of Named Experts and Counsel" in such Registration Statement.

Sincerely,

/s/ Laura J. Schumacher

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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 15, 2007, relating to the consolidated financial statements and financial statement schedule of Abbott Laboratories and subsidiaries, and management's report on the effectiveness of internal control over financial reporting (which report on the financial statements expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards ("SFAS") No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*, and SFAS No. 123(R), *Share-Based Payment*) appearing in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2006.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois

March 1, 2007

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 1, 2007 and February 16, 2007, as to Note 10, relating to the consolidated financial statements and financial statement schedule of TAP Pharmaceutical Products Inc. and subsidiaries, appearing in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2006.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
March 1, 2007
