

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

1. Name and Address of Reporting Person * <u>DEMPSEY WILLIAM G</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>12/09/2004</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
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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	12/03/2004		G	V	2,564	D	\$0	131,352	D	
Common shares without par value	12/09/2004		M		3,643	A	\$27.4328	134,995	D	
Common shares without par value	12/09/2004		M		2,875	A	\$34.7727	137,870	D	
Common shares without par value	12/09/2004		F		4,557	D	\$43.86	133,313	D	
Common shares without par value								10,070 <sup>(1)</sup>	I	Profit Sharing Trust

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	Title	Amount or Number of Shares				
Option (right to buy) <sup>(2)</sup>	\$27.4328	12/09/2004		M			3,643	02/14/2000	02/13/2007	common shares	3,643	\$0	0	D	
Option (right to buy) <sup>(2)</sup>	\$34.7727	12/09/2004		M			2,875	02/13/2001	02/12/2008	common shares	2,875	\$0	0	D	
Option (right to buy) <sup>(2)</sup>	\$43.86	12/09/2004		A		2,278		06/10/2005	02/13/2007	common shares	2,278	\$0	2,278	D	
Option (right to buy) <sup>(2)</sup>	\$43.86	12/09/2004		A		2,279		06/10/2005	02/12/2008	common shares	2,279	\$0	2,279	D	

Explanation of Responses:

1. Balance in the Abbott Laboratories Stock Retirement Trust as of December 9, 2004.  
2. 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 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 December 8, 2004.

John A. Berry, Attorney-in-Fact 12/13/2004  
for William G. Dempsey

\*\* 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.

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