SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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1. Name and Address	1 8	*	2. Issuer Name and Ticker or Trading Symbol ABBOTT LABORATORIES [ABT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
WHITE MILE	<u>15 D</u>			X	Director	10% Owner			
(Last) 100 ABBOTT PA	(First) RK ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/18/2005	X	Officer (give title below) Chairman and (Other (specify below) CEO			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (Check Applicable			
ABBOTT PARK	IL	60064-6400		X	Form filed by One Reporting Person				
(City)	(State)	(Zip)			Form filed by More than (Person	One Reporting			

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	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common shares without par value	02/18/2005		A ⁽¹⁾		63,800	Α	\$46.34	600,437	D	
Common shares without par value								14,920 ⁽²⁾	I	Profit Sharing Trust
Common shares without par value								3,713	Ι	By wife for son ⁽³⁾
Common shares without par value								3,713	I	By wife for son ⁽³⁾
Common shares without par value								3,713	Ι	By wife for son ⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transa Code (8)		Derivative		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)	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		(Instr. 4)		
Option (right to buy) ⁽⁴⁾	\$46.34	02/18/2005		A		440,800		02/18/2006	02/17/2015	common shares	440,800	\$0	440,800	D	

Explanation of Responses:

1. These shares represent a restricted stock award under the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section 16(b) under Rule 16b-3. The award includes the right to have stock withheld for tax purposes.

2. Balance in the Abbott Laboratories Stock Retirement Trust as of February 17, 2005.

3. The reporting persons disclaims beneficial ownership of all securities held by his sons.

4. 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 146,934 on 2/18/06, 146,933 on 2/18/07 and 146,933 on 2/18/08.

John A. Berry, Attorney-in-Fact 02/23/2005 for Miles D. White

** 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.