

ABBOTT LABORATORIES
Form 4
February 23, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Landgraf John C

(Last) (First) (Middle)

100 ABBOTT PARK ROAD

(Street)

ABBOTT PARK, IL 60064-6400

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ABBOTT LABORATORIES [ABT]

3. Date of Earliest Transaction (Month/Day/Year)

02/18/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common shares without par value	02/18/2005		A ⁽¹⁾		9,300	A	\$ 46.34
Common shares without par value					38,550	I	⁽²⁾
Common shares without par value					14,494	I	⁽³⁾

Anne Marie Landgraf Living Trust
Profit Sharing Trust

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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) 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 17, 2005.
- (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.

Employee stock option granted pursuant to the Abbott Laboratories 1996 Incentive Stock Program in a transaction exempt from Section

- (6) 16(b) under Rule 16b-3. The option becomes exercisable in annual increments of 21,267 on 2/18/06, 21,267 on 2/18/07 and 21,266 on 2/18/08.

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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