

ABBOTT LABORATORIES
Form 4
January 31, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FREYMAN THOMAS 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)

01/29/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common shares without par value	01/29/2007		S		1,845	D	\$ 52.57 219,698
Common shares without par value	01/29/2007		M		31,131	A	\$ 41.6426 250,829
Common shares without par value	01/29/2007		M		24,684	A	\$ 41.0693 275,513

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Common shares without par value	01/29/2007	M	39,015	A	\$ 41.0317	314,528	D	
Common shares without par value	01/29/2007	F	80,634	D	\$ 52.55	233,894	D	
Common shares without par value						18,956 ⁽¹⁾	I	Profit Sharing Trust
Common shares without par value						466	I ⁽²⁾	By daughter
Common shares without par value						466	I ⁽²⁾	By self for son
Common shares without par value						466	I ⁽²⁾	By self for son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) ⁽³⁾	\$ 41.6426	01/29/2007		M		31,131	08/18/2004 02/13/2013	Common shares	31,131
	\$ 41.0693	01/29/2007		M		24,684	07/23/2004 02/10/2010		24,684

Option (right to buy) ⁽³⁾								Common shares	
Option (right to buy) ⁽³⁾	\$ 41.0317	01/29/2007	M	39,015	02/20/2006	02/19/2014		Common Shares	39,015
Option (right to buy) ⁽³⁾	\$ 52.55	01/29/2007	A	26,572	07/30/2007	02/13/2013		Common shares	26,572
Option (right to buy) ⁽³⁾	\$ 52.55	01/29/2007	A	20,882	07/30/2007	02/10/2010		Common shares	20,882
Option (right to buy) ⁽³⁾	\$ 52.55	01/29/2007	A	33,180	07/30/2007	02/19/2014		Common Shares	33,180

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREYMAN THOMAS C 100 ABBOTT PARK ROAD ABBOTT PARK, IL 60064-6400			Executive Vice President	

Signatures

Deborah K. Koenen, by power of attorney for Thomas C. Freyman

01/31/2007

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Balance in the Abbott Laboratories Stock Retirement Trust as of January 31, 2007.
- (2) Reporting person disclaims beneficial ownership of all securities held by his daughter and sons.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.