

ABBOTT LABORATORIES
Form S-8
August 26, 2008

As filed with the Securities and Exchange Commission on August 26, 2008.

Registration No. 333-

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)

Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois
(Address of Principal Executive Offices)

36-0698440
(I.R.S. Employer
Identification No.)

60064-6400
(Zip Code)

ABBOTT LABORATORIES 1996 INCENTIVE STOCK PROGRAM

(Full title of the plan)

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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**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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)	23,248,652 \$	57.83 \$	1,344,469,545 \$	52,838

(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 August 21, 2008.

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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 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 August 25, 2008.

ABBOTT LABORATORIES

By: /s/ Miles D. White

Miles D. White,
Chairman of the Board and
Chief Executive Officer

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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.

Signature	Title	Date
/s/ Miles D. White Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	August 25, 2008
/s/ Thomas C. Freyman Thomas C. Freyman	Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	August 25, 2008
/s/ Greg W. Linder Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	August 25, 2008
/s/ Roxanne S. Austin Roxanne S. Austin	Director	August 25, 2008
/s/ William M. Daley William M. Daley	Director	August 25, 2008
/s/ W. James Farrell W. James Farrell	Director	August 25, 2008
/s/ H. Laurance Fuller H. Laurance Fuller	Director	August 25, 2008
/s/ William A. Osborn William A. Osborn	Director	August 25, 2008

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/s/ David A. L. Owen David A. L. Owen	Director	August 25, 2008
/s/ Boone Powell Jr. Boone Powell Jr.	Director	August 25, 2008
/s/ W. Ann Reynolds W. Ann Reynolds	Director	August 25, 2008
/s/ Roy S. Roberts Roy S. Roberts	Director	August 25, 2008
/s/ Samuel C. Scott III Samuel C. Scott III	Director	August 25, 2008
/s/ William D. Smithburg William D. Smithburg	Director	August 25, 2008
/s/ Glenn F. Tilton Glenn F. Tilton	Director	August 25, 2008

EXHIBIT INDEX

Exhibit No.	Description
5	Opinion of Mayer Brown LLP.
23.1	Consent of Mayer Brown LLP is included in the opinion filed as Exhibit 5 hereto.
23.2	Consent of Deloitte & Touche LLP.
23.3	Consent of Deloitte & Touche LLP.
24	Power of Attorney is included on the signature page.