

ABBOTT LABORATORIES
Form S-8
December 23, 2002

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As filed with the Securities and Exchange Commission on December 23, 2002

Registration No. 333-

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)

36-0698440

(I.R.S. Employer
Identification No.)

**Abbott Laboratories
100 Abbott Park Road
Abbott Park, Illinois**

(Address of Principal Executive Offices)

60064-6400
(Zip Code)

Abbott Laboratories Deferred Compensation Plan

(Full Title of the Plan)

**Jose M. de Lasa
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) 937-5200**

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered(a) | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|----------------------------|---|---|----------------------------------|
|--|----------------------------|---|---|----------------------------------|

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| | | | | |
|----------------------|--------------|-----|--------------|---------|
| Deferred obligations | \$20,000,000 | N/A | \$20,000,000 | \$1,840 |
|----------------------|--------------|-----|--------------|---------|

(a) The deferred obligations are unsecured obligations of Abbott Laboratories to pay deferred compensation in the future in accordance with the terms of the Abbott Laboratories Deferred Compensation Plan.

Part II. Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

The contents of Abbott Laboratories Non-Qualified Deferred Compensation Plan Registration Statement on Form S-8 (File no. 333-74220) are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel

Jose M. de Lasa, Esq., Senior Vice President, Secretary and General Counsel of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of December 18, 2002, approximately 150,427 Common Shares of the Registrant (this amount includes approximately 2,012 shares held for the benefit of Mr. de Lasa in the Abbott Laboratories Stock Retirement Trust pursuant to the Abbott Laboratories Stock Retirement Plan) and held options to acquire 614,979 Common Shares of which options to purchase 428,313 Common Shares are currently exercisable.

Item 8. Exhibits

See Exhibit Index which is incorporated herein by reference.

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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 December 23, 2002.

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 Jose M. de Lasa, 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 Securities and Exchange 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 |
|--|---|-------------------|
| <u>/s/ MILES D. WHITE</u> Miles D. White | Chairman of the Board, Chief Executive Officer, and Director | December 23, 2002 |
| <u>/s/ RICHARD A. GONZALEZ</u> Richard A. Gonzalez | President, Chief Operating Officer, Medical Products Group, and Director | December 23, 2002 |
| <u>/s/ JEFFREY M. LEIDEN</u> Jeffrey M. Leiden, M.D., Ph.D. | President, Chief Operating Officer, Pharmaceutical Products Group, and Director | December 23, 2002 |
| <u>/s/ THOMAS C. FREYMAN</u> Thomas C. Freyman | Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | December 23, 2002 |
| <u>/s/ GREG W. LINDER</u> Greg W. Linder | Vice President and Controller (Principal Accounting Officer) | December 23, 2002 |
| <u>/s/ ROXANNE S. AUSTIN</u> Roxanne S. Austin | Director | December 23, 2002 |
| <u>/s/ H. LAURANCE FULLER</u> H. Laurance Fuller | Director | December 23, 2002 |
| <u>/s/ JACK M. GREENBERG</u> Jack M. Greenberg | Director | December 23, 2002 |

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| | | |
|---|----------|-------------------|
| <u>/s/ DAVID A. JONES</u> David A. Jones | Director | December 23, 2002 |
| <u>/s/ DAVID A. L. OWEN</u> | Director | December 23, 2002 |

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|--------------------------|----------|-------------------|
| <hr/> | | |
| David A. L. Owen | | |
| /s/ BOONE POWELL, JR. | | |
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| Boone Powell, Jr. | Director | December 23, 2002 |
| /s/ A. BARRY RAND | | |
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| A. Barry Rand | Director | December 23, 2002 |
| /s/ W. ANN REYNOLDS | | |
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| W. Ann Reynolds | Director | December 23, 2002 |
| /s/ ROY S. ROBERTS | | |
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| Roy S. Roberts | Director | December 23, 2002 |
| /s/ WILLIAM D. SMITHBURG | | |
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| William D. Smithburg | Director | December 23, 2002 |
| /s/ JOHN R. WALTER | | |
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| John R. Walter | Director | December 23, 2002 |

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INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|--|
| 4 | Abbott Laboratories Deferred Compensation Plan. |
| 5 | Opinion of Jose M. de Lasa. |
| 23 | The consent of counsel, Jose M. de Lasa, is included in his opinion. |
| 24 | Power of Attorney is included on the signature page. |
| 99.1 | Statement regarding consent of Arthur Andersen LLP. |

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