

ABBOTT LABORATORIES
Form S-8
May 12, 2005

As filed with the Securities and Exchange Commission on May , 2005.

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)

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 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) 937-5200**

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) | 46,868,123 | \$48.94 | \$2,293,725,939 | \$269,972 |

(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 May 9, 2005.

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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 5. Interests of Named Experts and Counsel

Laura J. Schumacher, Esq., Senior Vice President, Secretary and General Counsel of the Registrant, whose opinion is included herewith as Exhibit 5, beneficially owned as of May 11, 2005, approximately 48,500 Common Shares of the Registrant (this amount includes approximately 4,629 shares held for the benefit of Ms. Schumacher in the Abbott Laboratories Stock Retirement Trust pursuant to the Abbott Laboratories Stock Retirement Plan) and held options to acquire 195,168 Common Shares of which options to purchase 90,405 Common Shares are currently exercisable.

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 May 11, 2005.

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 | May 11, 2005 |
| /s/ Richard A. Gonzalez Richard A. Gonzalez | President and Chief Operating Officer, Medical Products Group, and Director | May 11, 2005 |
| /s/ Jeffrey M. Leiden Jeffrey M. Leiden | President and Chief Operating Officer, Pharmaceutical Products Group, and Director | May 11, 2005 |
| /s/ Thomas C. Freyman Thomas C. Freyman | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | May 11, 2005 |
| /s/ Greg W. Linder Greg W. Linder | Vice President and Controller (Principal Accounting Officer) | May 11, 2005 |
| /s/ Roxanne S. Austin Roxanne S. Austin | Director | May 11, 2005 |
| /s/ William M. Daley William M. Daley | Director | May 11, 2005 |
| /s/ H. Laurance Fuller H. Laurance Fuller | Director | May 11, 2005 |

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| | | |
|--|----------|--------------|
| /s/ Jack M. Greenberg Jack M. Greenberg | Director | May 11, 2005 |
| /s/ David A. L. Owen David A. L. Owen | Director | May 11, 2005 |
| /s/Boone Powell Jr. Boone Powell Jr. | Director | May 11, 2005 |
| /s/ A. Barry Rand A. Barry Rand | Director | May 11, 2005 |
| /s/ W. Ann Reynolds W. Ann Reynolds | Director | May 11, 2005 |
| /s/ Roy S. Roberts Roy S. Roberts | Director | May 11, 2005 |
| /s/ William D. Smithburg William D. Smithburg | Director | May 11, 2005 |
| /s/ John R. Walter John R. Walter | Director | May 11, 2005 |

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 5 | Opinion of Laura J. Schumacher. |
| 23.1 | The consent of counsel, Laura J. Schumacher, is included in her opinion. |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 23.3 | Consent of Deloitte & Touche LLP. |
| 24 | Power of Attorney is included on the signature page. |