

ABBOTT LABORATORIES
Form S-8
November 30, 2001

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As filed with the Securities and Exchange Commission on November 30, 2001.

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 1996 INCENTIVE STOCK PROGRAM

(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	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)	23,189,012	\$53.78	\$1,247,105,065	\$298,059

(a)

The Common Shares registered hereunder represent that number of shares with respect to which options may be granted to employees of the Company or its subsidiaries under the Abbott Laboratories 1996 Incentive Stock Program. (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 in the consolidated reporting system on November 27, 2001.

The contents of Abbott Laboratories 1996 Incentive Stock Program Registration Statement on Form S-8 (File no. 333-52768) are 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 November 29, 2001.

ABBOTT LABORATORIES

By: /s/ MILES D. WHITE

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

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 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 <hr/> Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	November 29, 2001
/s/ JEFFREY M. LEIDEN <hr/> Jeffrey M. Leiden, M.D., Ph.D.	Executive Vice President, Pharmaceuticals, Chief Scientific Officer, and Director	November 29, 2001
/s/ THOMAS C. FREYMAN <hr/> Thomas C. Freyman	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	November 29, 2001

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/s/ GREG W. LINDER

Vice President and Controller
(Principal Accounting Officer) November 29, 2001

Greg W. Linder

/s/ ROXANNE S. AUSTIN

Director November 29, 2001

Roxanne S. Austin

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/s/ H. LAURANCE FULLER

Director November 29, 2001

H. Laurance Fuller

/s/ JACK M. GREENBERG

Director November 29, 2001

Jack M. Greenberg

/s/ DAVID A. JONES

Director November 29, 2001

David A. Jones

/s/ DAVID A. L. OWEN

Director November 29, 2001

David A. L. Owen

/s/ BOONE POWELL, JR.

Director November 29, 2001

Boone Powell, Jr.

/s/ A. BARRY RAND

Director November 29, 2001

A. Barry Rand

/s/ W. ANN REYNOLDS

Director November 29, 2001

W. Ann Reynolds

/s/ ROY S. ROBERTS

Director November 29, 2001

Roy S. Roberts

/s/ WILLIAM D. SMITHBURG

Director November 29, 2001

William D. Smithburg

/s/ JOHN R. WALTER

Director November 29, 2001

John R. Walter

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EXHIBIT INDEX

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Exhibit No. **Description**

- 5 Opinion of Jose M. de Lasa, as to the legality of the securities being registered.
- 23.1 The consent of counsel, Jose M. de Lasa, is included in his opinion.
- 23.2 Consent of Arthur Andersen LLP.
- 23.3 Consent of Deloitte & Touche GmbH.
- 23.4 Consent of Ernst & Young.
- 23.5 Consent of Asahi & Co.
- 24 Power of Attorney is included on the signature page.

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