

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 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)
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Common shares (without par value)	23,317,950	\$41.43	\$966,062,669	\$88,878
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(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 on the New York Stock Exchange on December 17, 2002.

Part II. Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

The contents of Abbott Laboratories 1996 Incentive Stock Program Registration Statement on Form S-8 (File no. 333-09071) 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 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	December 23, 2002
/s/ RICHARD A. GONZALEZ Richard A. Gonzalez	President, Chief Operating Officer, Medical Products Group, and Director	December 23, 2002
/s/ JEFFREY M. LEIDEN Jeffrey M. Leiden, M.D., Ph.D.	President, Chief Operating Officer, Pharmaceutical Products Group, and Director	December 23, 2002
/s/ THOMAS C. FREYMAN Thomas C. Freyman	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	December 23, 2002
/s/ GREG W. LINDER Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	December 23, 2002
/s/ ROXANNE S. AUSTIN Roxanne S. Austin	Director	December 23, 2002
/s/ H. LAURANCE FULLER H. Laurance Fuller	Director	December 23, 2002

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/s/ JACK M. GREENBERG Jack M. Greenberg	Director	December 23, 2002
/s/ DAVID A. JONES	Director	December 23, 2002

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David A. Jones

/s/ DAVID A. L. OWEN

Director

December 23, 2002

David A. L. Owen

/s/ BOONE POWELL, JR.

Director

December 23, 2002

Boone Powell, Jr.

/s/ A. BARRY RAND

Director

December 23, 2002

A. Barry Rand

/s/ W. ANN REYNOLDS

Director

December 23, 2002

W. Ann Reynolds

/s/ ROY S. ROBERTS

Director

December 23, 2002

Roy S. Roberts

/s/ WILLIAM D. SMITHBURG

Director

December 23, 2002

William D. Smithburg

/s/ JOHN R. WALTER

Director

December 23, 2002

John R. Walter

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EXHIBIT INDEX

Exhibit No.	Description
5	Opinion of Jose M. de Lasa, as to the legality of the securities being registered.
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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