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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

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### 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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**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**

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#### CALCULATION OF REGISTRATION FEE

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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)	23,446,022	\$42.425	\$994,697,483	\$80,472

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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 September 24, 2003.
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#### 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. Interest 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 September 22, 2003, approximately 144,204 Common Shares of the Registrant (this amount includes approximately 2,234 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 701,636 Common Shares of which options to purchase 494,527 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 September 29, 2003.

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
<hr/> /s/ MILES D. WHITE Miles D. White	Chairman of the Board, Chief Executive Officer, and Director	September 29, 2003
<hr/> /s/ RICHARD A. GONZALEZ Richard A. Gonzalez	President, Chief Operating Officer, Medical Products Group, and Director	September 29, 2003
<hr/> /s/ JEFFREY M. LEIDEN Jeffrey M. Leiden, M.D., Ph.D.	President, Chief Operating Officer, Pharmaceutical Products Group, and Director	September 29, 2003
<hr/> /s/ THOMAS C. FREYMAN Thomas C. Freyman	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	September 29, 2003
<hr/> /s/ GREG W. LINDER Greg W. Linder	Vice President and Controller (Principal Accounting Officer)	September 29, 2003
<hr/> /s/ ROXANNE S. AUSTIN	Director	September 29, 2003

/s/ H. LAURANCE FULLER

H. Laurance Fuller

Director

September 29, 2003

/s/ JACK M. GREENBERG

Jack M. Greenberg

Director

September 29, 2003

/s/ DAVID A. L. OWEN

David A. L. Owen

Director

September 29, 2003

/s/ BOONE POWELL, JR.

Boone Powell, Jr.

Director

September 29, 2003

/s/ A. BARRY RAND

A. Barry Rand

Director

September 29, 2003

/s/ W. ANN REYNOLDS

W. Ann Reynolds

Director

September 29, 2003

/s/ ROY S. ROBERTS

Roy S. Roberts

Director

September 29, 2003

/s/ WILLIAM D. SMITHBURG

William D. Smithburg

Director

September 29, 2003

/s/ JOHN R. WALTER

John R. Walter

Director

September 29, 2003

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Jose M. de Lasa.
23.1	The consent of counsel, Jose M. de Lasa, is included in his 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.
99.1	Statement Regarding Consent of Arthur Andersen LLP.

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September 29, 2003

Abbott Laboratories  
100 Abbott Park Road  
Abbott Park, Illinois 60064-6400

Ladies and Gentlemen:

I am Senior Vice President, Secretary and General Counsel of Abbott Laboratories, an Illinois corporation, and have advised Abbott Laboratories in connection with the proposed offering of 23,446,022 additional shares of the common stock, without par value, of Abbott Laboratories (the "Shares") pursuant to the Abbott Laboratories 1996 Incentive Stock Program (the "Program"), being offered pursuant to the Registration Statement on Form S-8 to which this is an exhibit (the "Registration Statement"). The Registration Statement is being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended. In connection with the proposed offering and registration, I, or members of my staff, have examined or are otherwise familiar with:

- (i) the Registration Statement,
- (ii) the Restated Articles of Incorporation of Abbott Laboratories,
- (iii) the By-laws of Abbott Laboratories,
- (iv) the Program, and
- (v) the minutes of all of the meetings of the board of directors of Abbott Laboratories and of the shareholders of Abbott Laboratories relating to the establishment of the Program or the award of benefits under the Program.

In addition, I have made such other examinations and have ascertained or verified to my satisfaction such additional facts as I deem pertinent under the circumstances.

On the basis of such examinations, I am of the opinion that all of the legal and corporate proceedings that are necessary in connection with the grant of benefits under the Program and the authorization and issuance of the Shares pursuant thereto have been duly taken and, after those Shares have been issued in accordance with the provisions of the Program, those Shares will be legally issued, fully paid and nonassessable outstanding common shares of Abbott Laboratories.

I hereby consent to the filing of this legal opinion as an exhibit to the Registration Statement on Form S-8 to be filed by Abbott Laboratories with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the Shares issuable pursuant to the Program and to the reference to me under the caption "Interest of Named Experts and Counsel" in such Registration Statement.

Very truly yours,

Jose M. de Lasa  
Senior Vice President,  
Secretary and General Counsel

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[Exhibit 5 and 23.1](#)

**Independent Auditors' Consent**

We consent to the incorporation by reference in this Registration Statement of Abbott Laboratories for the Abbott Laboratories 1996 Incentive Stock Program on Form S-8 of our reports dated January 15, 2003, relating to the consolidated financial statements of Abbott Laboratories and subsidiaries as of and for the year ended December 31, 2002 (which reports express unqualified opinions and include explanatory paragraphs concerning the application of procedures relating to certain disclosures of financial statement amounts related to the 2001 and 2000 financial statements that were audited by other auditors who have ceased operations and for which we have expressed no opinion or other form of assurance other than with respect to such disclosures) appearing in the Annual Report on Form 10-K of Abbott Laboratories and subsidiaries for the year ended December 31, 2002.

DELOITTE & TOUCHE LLP

Chicago, Illinois  
September 29, 2003

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[Independent Auditors' Consent](#)

**Independent Auditors' Consent**

We consent to the incorporation by reference in this Registration Statement of Abbott Laboratories for the Abbott Laboratories 1996 Incentive Stock Program on Form S-8 of our reports dated January 15, 2003, relating to the consolidated financial statements and the related financial statement schedule of TAP Pharmaceutical Products Inc. and subsidiaries as of and for the year ended December 31, 2002 appearing in the Annual Report on Form 10-K of Abbott Laboratories and subsidiaries for the year ended December 31, 2002.

DELOITTE & TOUCHE LLP

Chicago, Illinois  
September 29, 2003

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[Independent Auditors' Consent](#)

### Statement Regarding Consent of Arthur Andersen LLP

The consolidated financial statements as of December 31, 2001 and 2000 and for each of the years in the two year period ended December 31, 2001 included in the Annual Report on Form 10-K of Abbott Laboratories for the year ended December 31, 2002, which are incorporated by reference in this registration statement, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto. After reasonable efforts, Abbott has been unable to obtain Arthur Andersen's consent to the incorporation by reference in this registration statement of Arthur Andersen's reports with respect to those financial statements. Rule 437a under the Securities Act of 1933 allows Abbott to omit the consent from this filing, and permits Abbott to incorporate by reference Arthur Andersen's reports into present and future registration statements.

Section 11(a) of the Securities Act provides that if any part of a registration statement, at the time it becomes effective, contains an untrue statement of material fact, or omits to state a material fact required to be stated therein, or necessary to make the statements therein not misleading, then any person acquiring such security (unless such person knew of the untruth or omission at the time of acquisition of such security), may sue, among others, every accountant who has consented to be named as having prepared or certified any part of the registration statement, or as having prepared or certified any report or valuation which is used in connection with the registration statement, with respect to the statement in such registration statement, report or valuation, which purports to have been prepared or certified by the accountant.

Arthur Andersen has not consented to the incorporation by reference of its audit reports in this registration statement. Arthur Andersen may, therefore, not be liable under Section 11(a) of the Securities Act because it has not consented to the incorporation by reference of its reports in this registration statement. Abbott believes, however, that other persons who may be liable under Section 11(a) of the Securities Act, including Abbott's officers and directors, may still rely on Arthur Andersen's audit reports as being made by an expert under the due diligence defense provision of Section 11(b) of the Securities Act.

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