

ABBOTT LABORATORIES
Form S-8 POS
March 30, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8/A

**POST-EFFECTIVE AMENDMENT NO. 1
TO
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.)

**100 Abbott Park Road
Abbott Park, Illinois 60064-6400**
(Address of Principal Executive Offices) (Zip Code)

Abbott Laboratories Employee Share Ownership 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)

(847) 937-5200
(Telephone Number, Including Area Code, of Agent For Service)

De-Registration of Common Shares and Plan Interests

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On January 10, 2002, Abbott Laboratories (the "Registrant") registered 750,000 common shares (including preferred stock purchase rights), without par value, and an indeterminate amount of plan interests on a Registration Statement on Form S-8 (file number 333-76516) under the Securities Act of 1933 (the "Registration Statement"), to be issued pursuant to the Abbott Laboratories Employee Share Ownership Plan (the "Plan"). The Registrant believes that the registration of plan interests and common shares under the Plan, which issues shares pursuant to an employee share ownership plan only to employees employed in the United Kingdom, is not necessary. Accordingly, the Registrant is filing this post-effective amendment to deregister the plan interests and each of the 690,374 common shares (including preferred stock purchase rights), that were registered under the Registration Statement and remain unissued as of the date hereof. As a result of this deregistration statement, no securities remain registered under the Registration Statement.

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 post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in unincorporated Lake County, State of Illinois on this 30th day of March, 2004.

ABBOTT LABORATORIES

By: /s/ JOSE M. DE LASA

Jose M. de Lasa
Executive Vice President and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|-----------------------------------------------------|---------------------------------------------------------------------------------------------------|----------------|
| * _____ Miles D. White | Chairman of the Board, Chief Executive Officer, and Director | March 30, 2004 |
| * _____ Richard A. Gonzalez | President and Chief Operating Officer, Medical Products Group, and Director | March 30, 2004 |
| * _____ Jeffrey M. Leiden | President and Chief Operating Officer, Pharmaceutical Products Group, and Director | March 30, 2004 |
| /s/ THOMAS C. FREYMAN _____ Thomas C. Freyman | Executive Vice President, Finance and Chief Financial Officer (Principal Financial Officer) | March 30, 2004 |
| /s/ GREG W. LINDER _____ Greg W. Linder | Vice President and Controller (Principal Accounting Officer) | March 30, 2004 |
| * _____ Roxanne S. Austin | Director | March 30, 2004 |
| * _____ | Director | March 30, 2004 |

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| Name | Title | Date |
|----------------------|----------|----------------|
| H. Laurance Fuller | | |
| * | | |
| Jack M. Greenberg | Director | March 30, 2004 |
| * | | |
| David A. L. Owen | Director | March 30, 2004 |
| * | | |
| Boone Powell Jr. | Director | March 30, 2004 |
| * | | |
| A. Barry Rand | Director | March 30, 2004 |
| * | | |
| W. Ann Reynolds | Director | March 30, 2004 |
| * | | |
| Roy S. Roberts | Director | March 30, 2004 |
| * | | |
| William D. Smithburg | Director | March 30, 2004 |
| * | | |
| John R. Walter | Director | March 30, 2004 |

*By: /s/ JOSE M. DE LASA

Jose M. de Lasa, Esq.
Attorney-In-Fact

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Abbott Laboratories Employee Share Ownership Plan has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in unincorporated Lake County, State of Illinois on this 30th day of March, 2004.

ABBOTT LABORATORIES
EMPLOYEE SHARE OWNERSHIP PLAN

By: Abbott Laboratories Employee
Benefit Board of Review

/s/ THOMAS C. FREYMAN

Thomas C. Freyman

/s/ TERRENCE C. KEARNEY

Terrence C. Kearney

/s/ THOMAS M. WASCOE

Thomas M. Wascoe

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--------------------|
| 24** | Power of Attorney |

**
Incorporated herein by reference. Commission file number 333-76516.

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