

ABBOTT LABORATORIES  
Form 8-K  
December 13, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **December 8, 2006**

**ABBOTT LABORATORIES**  
(Exact name of registrant as specified in its charter)

**Illinois**  
(State or Other Jurisdiction  
of Incorporation)

**1-2189**  
(Commission File  
Number)

**36-0698440**  
(IRS Employer  
Identification No.)

**100 Abbott Park Road**  
**Abbott Park, Illinois**  
(Address of principal executive offices)

**60064-6400**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 937-6100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2 (b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))



**Item 3.03 Material Modification to Rights of Security Holders.**

On December 8, 2006, the Board of Directors of Abbott Laboratories, an Illinois corporation (the Company ), approved Amendment Number 3 (Amendment Number 3 ), dated as of the same date, to the Rights Agreement, dated as of November 11, 1999, by and between the Company and Computershare Trust Company, N.A. (successor in interest to BankBoston, N.A.), (the Rights Agent ), as amended by Amendment Number 1, dated as of December 7, 1999, and Amendment Number 2, dated as of May 19, 2000 (as so amended, the Rights Agreement ). Amendment Number 3 changes the expiration date of the Company's preferred stock purchase rights (the Rights ) issued under the Rights Agreement from the close of business on November 10, 2009, to the close of business on December 11, 2006. As a result of Amendment Number 3, all Rights outstanding under the Rights Agreement expired as of the close of business on December 11, 2006.

The foregoing summary description of Amendment Number 3 is qualified in its entirety by reference to Amendment Number 3. A copy of Amendment Number 3 is filed with this report as Exhibit 4.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
4.1	Amendment Number 3 to Rights Agreement, dated as of December 8, 2006, by and between Abbott Laboratories and Computershare Trust Company, N.A. (successor in interest to BankBoston, N.A.), as Rights Agent

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ABBOTT LABORATORIES**

Date: December 13, 2006

By:

/s/ Thomas C. Freyman  
Thomas C. Freyman  
Executive Vice President, Finance and  
Chief Financial Officer

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**EXHIBIT INDEX**

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