

ABBOTT LABORATORIES
Form 424B5
May 10, 2006

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Filed Pursuant to Rule 424(b)(5)
A filing fee of \$428,000, calculated in accordance with
Rule 457(r), has been transmitted to the SEC in connection
with the securities offered from the registration statement
(Reg. No. 333-132104) by means of this prospectus supplement.

Prospectus Supplement
May 9, 2006
(To Prospectus dated February 28, 2006)

\$4,000,000,000

Abbott

Abbott Laboratories

\$500,000,000 5.375% Notes due 2009

\$1,500,000,000 5.600% Notes due 2011

\$2,000,000,000 5.875% Notes due 2016

We are offering \$500,000,000 aggregate principal amount of 5.375% Notes due 2009 (the "2009 Notes"), \$1,500,000,000 aggregate principal amount of 5.600% Notes due 2011 (the "2011 Notes") and \$2,000,000,000 aggregate principal amount of 5.875% Notes due 2016 (the "2016 Notes" and, together with the 2009 Notes and the 2011 Notes, the "notes"). Interest on the notes will be paid semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2006. The 2009 Notes will mature on May 15, 2009, the 2011 Notes will mature on May 15, 2011, and the 2016 Notes will mature on May 15, 2016. We may redeem some or all of the notes at any time and from time to time at our option. The redemption prices are discussed under the heading "Description of Notes Redemption of the Notes."

The notes will be our general unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness from time to time outstanding.

Investing in the notes involves risks. See "Risk Factors" beginning on page S-3 of this prospectus supplement.

	Price to Public(1)	Underwriting Discounts	Proceeds, before expenses, to Us
Per 2009 Note	99.750%	0.250%	99.500%
Total	\$498,750,000	\$1,250,000	\$497,500,000
Per 2011 Note	99.935%	0.350%	99.585%
Total	\$1,499,025,000	\$5,250,000	\$1,493,775,000

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Per 2016 Note	99.910%	0.450%	99.460%
Total	\$1,998,200,000	\$9,000,000	\$1,989,200,000

(1)

Plus accrued interest from May 12, 2006, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The notes will not be listed on any national securities exchange. Currently, there is no public market for the notes.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, societe anonyme, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on May 12, 2006.

Joint Book-Running Managers

ABN AMRO Incorporated

Banc of America Securities LLC

JPMorgan

Morgan Stanley

Senior Co-Managers

Citigroup

BNP PARIBAS

Wachovia Securities

Co-Managers

**Mitsubishi UFJ Securities
Caboto
Harris Nesbitt**

**SOCIETE GENERALE
Deutsche Bank Securities**

**The Williams Capital Group, L.P.
Goldman, Sachs & Co.
Standard Chartered Bank**

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. You should read the entire prospectus supplement, as well as the accompanying prospectus and the documents incorporated by reference that are described under "Where You Can Find More Information" in the accompanying prospectus.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference is accurate only as of respective dates of those documents in which the information is contained. Our business, financial condition, results of operations, and prospects may have changed since those dates.

References to "Abbott," "we," "us," and "our" in this prospectus supplement and the accompanying prospectus are to Abbott Laboratories, or Abbott Laboratories and its consolidated subsidiaries, as the context requires.

ABBOTT LABORATORIES

Abbott Laboratories is an Illinois corporation, incorporated in 1900. Abbott's principal business is the discovery, development, manufacture, and sale of a broad and diversified line of health care products. Abbott's products are generally sold directly to retailers, wholesalers, hospitals, health care facilities, laboratories, physicians' offices and government agencies throughout the world.

Effective January 1, 2006, Abbott's segments were reorganized to reflect the shift of nutritional products from Abbott's International division to a newly formed division, Abbott Nutrition International. As a result of this reorganization, total assets of approximately \$850 million have been transferred from the International division to the Abbott Nutrition International Products division. For segment reporting purposes, Abbott's Ross Products division and the Abbott Nutrition International division are aggregated and reported as the Nutritional Products segment and the U.S. and international pharmaceutical products divisions are aggregated and reported as the Pharmaceutical Products segment. Abbott also has a 50 percent owned joint venture, TAP Pharmaceutical Products Inc. In connection with Boston Scientific Corporation's ("Boston Scientific") acquisition of Guidant Corporation ("Guidant") consummated on April 21, 2006, Abbott purchased Guidant's vascular intervention and endovascular solutions businesses.

Abbott's reportable segments are as follows:

Pharmaceutical Products Worldwide sales of a broad line of pharmaceuticals. For segment reporting purposes, two pharmaceutical divisions are aggregated and reported as the Pharmaceutical Products segment.

Diagnostic Products Worldwide sales of diagnostic systems and tests for blood banks, hospitals, consumers, commercial laboratories and alternate-care testing sites. Since January 1, 2004, for segment reporting purposes, four diagnostic divisions have been aggregated and reported as the Diagnostic Products segment.

Nutritional Products Worldwide sales of a broad line of adult and pediatric nutritional products. For segment reporting purposes, two nutrition divisions are aggregated and reported as the Nutritional Products segment.

Under an agreement between Abbott and Takeda Pharmaceutical Company, Limited of Japan ("Takeda"), TAP Pharmaceutical Products Inc. (owned 50 percent by Abbott and 50 percent by an affiliate of Takeda), together with its subsidiary, TAP Pharmaceuticals Inc. ("TAP"), develops and markets pharmaceutical products primarily for the United States and Canada. TAP's products are generally sold directly to physicians, retailers, wholesalers, health care facilities, and government agencies.

RECENT DEVELOPMENTS

On April 21, 2006, Abbott announced the completion of its acquisition of substantially all of the vascular intervention and endovascular solutions businesses of Guidant (the "Business") for \$4.1 billion in cash. As part of this acquisition, Abbott has also agreed to make two milestone payments, each in the amount of \$250 million. One milestone payment will be made after the receipt by Abbott of approval from the U.S. Food and Drug Administration to market an everolimus eluting stent in the United States. The other milestone payment will be made after the receipt by Abbott of a similar approval in Japan, provided, in each case, that the regulatory approval is on or before April 21, 2016. Abbott has also assumed certain liabilities relating to the Business.

Additionally, Abbott loaned BSC International Holding Limited, (a wholly-owned subsidiary of Boston Scientific) \$900 million on a subordinated basis. This loan is payable on April 21, 2011, accrues

interest on its outstanding principal amount at a rate of 4.00% per annum, and is unconditionally guaranteed by Boston Scientific.

Abbott also purchased 64,635,272 shares of Boston Scientific stock for \$1.4 billion. Within 18 months after the acquisition of the Business, Boston Scientific will issue additional shares of Boston Scientific stock to Abbott having an aggregate value of up to \$60 million (based on the average closing price of Boston Scientific common stock during the 20 consecutive trading day period ending five trading days prior to the date of issuance of those shares) to reimburse Abbott for the cost of borrowing associated with Abbott's purchase of the 64,635,272 shares of Boston Scientific stock. Abbott must vote the Boston Scientific shares it acquired in the transaction proportionally with the vote cast by all other Boston Scientific stockholders. Abbott has agreed to limit the number of shares of Boston Scientific stock that it sells in any month. Abbott will apply a portion of net proceeds from any sale of these shares of Boston Scientific stock in excess of specified amounts to reduce the principal amount of the loan from Abbott to BSC International Holding Limited. Abbott is required to dispose of all of these shares within 30 months following the acquisition of the Business.

Abbott funded the acquisition of the Business, the loan and the purchase of Boston Scientific stock by using approximately \$2.3 billion in existing cash and \$4.1 billion from commercial paper borrowings.

RISK FACTORS

Before you decide to invest in the notes, you should consider the factors set forth below as well as the risk factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2005 and our Quarterly Report on Form 10-Q for the period ended March 31, 2006, which are incorporated by reference into this prospectus supplement and the accompanying prospectus. See "Where You Can Find More Information" in the accompanying prospectus.

A public trading market for the notes may not develop.

We have not applied and do not intend to apply for listing of the notes on any securities exchange or any automated quotation system. As a result, a market for the notes may not develop or, if one does develop, it may not be sustained. If an active market for the notes fails to develop or cannot be sustained, the trading price and liquidity of the notes could be adversely affected.

The market price of the notes may be volatile.

The market price of the notes will depend on many factors that may vary over time and some of which are beyond our control, including:

our financial performance;

the amount of indebtedness we and our subsidiaries have outstanding;

market interest rates;

the market for similar securities;

competition; and

general economic conditions.

As a result of these factors, you may only be able to sell your notes at prices below those you believe to be appropriate, including prices below the price you paid for them.

An increase in interest rates could result in a decrease in the relative value of the notes.

In general, as market interest rates rise, notes bearing interest at a fixed rate generally decline in value because the premium, if any, over market interest rates will decline. Consequently, if you purchase these notes and market interest rates increase, the market value of your notes may decline. We cannot predict the future level of market interest rates.

Ratings of each series of notes may not reflect all risks of an investment in the notes.

We expect that the notes will be rated by at least one nationally recognized statistical rating organization. The ratings of the notes will primarily reflect our financial strength and will change in accordance with the rating of our financial strength. Any rating is not a recommendation to purchase, sell, or hold the notes. These ratings do not correspond to market price or suitability for a particular investor. In addition, ratings at any time may be lowered or withdrawn in their entirety.

The notes do not restrict our ability to incur additional debt or prohibit us from taking other action that could negatively impact holders of the notes.

We are not restricted under the terms of the indenture governing the notes or the notes from incurring additional indebtedness. The terms of the indenture limit our ability to secure additional debt without also securing the notes and to enter into sale and leaseback transactions. However, these limitations are subject to numerous exceptions. See "Description of Debt Securities - Certain Covenants

of the Company" in the accompanying prospectus. In addition, the notes do not require us to achieve or maintain any minimum financial results relating to our financial position or results of operations. Our ability to recapitalize, incur additional debt, secure existing or future debt, or take a number of other actions that are not limited by the terms of the indenture and the notes, including repurchasing indebtedness or common or preferred stock or paying dividends, could have the effect of diminishing our ability to make payments on the notes when due.

Our financial performance and other factors could adversely impact our ability to make payments on the notes.

Our ability to make scheduled payments with respect to our indebtedness, including the notes, will depend on our financial and operating performance, which, in turn, are subject to prevailing economic conditions and to financial, business, and other factors beyond our control.

The notes will be unsecured and subordinated to our secured debt, which makes the claims of holders of secured debt senior to the claims of holders of the notes.

The notes will be unsecured. As of March 31, 2006, we did not have any significant secured debt outstanding. The holders of any secured debt that we may have may foreclose on our assets securing our debt, reducing the cash flow from the foreclosed property available for payment of unsecured debt. The holders of any secured debt that we may have also would have priority over unsecured creditors in the event of our liquidation. In the event of our bankruptcy, liquidation, or similar proceeding, the holders of secured debt that we may have would be entitled to proceed against their collateral, and that collateral will not be available for payment of unsecured debt, including the notes. As a result, the notes will be effectively subordinated to any secured debt that we may have.

The notes are effectively subordinated to the liabilities of our subsidiaries, which may reduce our ability to use the assets of our subsidiaries to make payments on the notes.

The notes are not guaranteed by our subsidiaries and therefore the notes will be effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries. In the event of a bankruptcy, liquidation, or similar proceeding of a subsidiary, following payment by the subsidiary of its liabilities, the subsidiary may not have sufficient assets to make payments to us. As of March 31, 2006, our subsidiaries had approximately \$2.6 billion of outstanding indebtedness (excluding intercompany debt and liabilities and accounts payable incurred in the ordinary course of business).

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus and the documents incorporated by reference include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on management's current expectations, estimates, and projections. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," "forecasts," variations of these words, and similar expressions are intended to identify these forward-looking statements. Certain factors, including but not limited to those identified under the heading "Risk Factors" in this prospectus supplement, as well as in Item 1A, "Risk Factors," and Exhibit 99.1 to our Annual Report on Form 10-K for the year ended December 31, 2005 and in Item 1A, "Risk Factors," to our Quarterly Report on Form 10-Q for the period ended March 31, 2006, which are incorporated by reference into this prospectus supplement and the accompanying prospectus, may cause actual results to differ materially from current expectations, estimates, projections, and forecasts and from past results. You are cautioned not to place undue reliance on such statements, which speak only as of the date made. Abbott undertakes no obligation to release publicly any revisions to forward-looking statements as the result of subsequent events or developments.

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USE OF PROCEEDS

We estimate the net proceeds to us from the sale of the notes will be approximately \$3,977,875,000, after deducting underwriting discounts and estimated offering expenses payable by us. We intend to use the net proceeds from the sale of the notes to repay commercial paper indebtedness incurred to make a loan in the original principal amount of \$900 million to Boston Scientific, to make an equity investment of \$1.4 billion in Boston Scientific and to fund the \$4.1 billion acquisition of Guidant's vascular intervention and endovascular solutions businesses. See "Recent Developments." The indebtedness to be repaid is of varying maturities of less than one year. As of April 21, 2006, Abbott's outstanding principal balance of commercial paper was approximately \$4.1 billion, at a weighted average interest rate of 4.77%. Pending any specific application, the net proceeds from the offering may be invested in short-term marketable securities.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated.

	Fiscal Year Ended December 31					Pro Forma Year Ended December 31, 2005	Three Months Ended March 31		Pro Forma Three Months Ended March 31, 2006
	2001	2002	2003	2004	2005		2005	2006	
Ratio of earnings to fixed charges	5.0	12.0	14.5	16.5	14.8	9.6	15.9	12.9	8.1

For purposes of calculating the ratio of earnings to fixed charges, earnings have been calculated by adjusting earnings from continuing operations for taxes on earnings from continuing operations, interest expense, amortization of capitalized interest, net of capitalized interest, minority interest, and the portion of rentals representative of the interest factor. Abbott considers one-third of rental expense to be the amount representing return on capital. Fixed charges comprise total interest expense, including capitalized interest and such portion of rentals. The unaudited pro forma ratio of earnings to fixed charges gives effect to increased interest expense from the issuance of the notes and the reduction of interest expense resulting from any outstanding commercial paper during the pro forma periods noted above. For the year ended December 31, 2005, the pro forma computation reflects the repayment of a monthly average of approximately \$1.3 billion of commercial paper. There were no commercial paper borrowings during the three months ended March 31, 2006.

CAPITALIZATION

The following table sets forth, as of March 31, 2006, Abbott's consolidated capitalization (i) on a historical basis and (ii) on a pro forma basis to give effect to the issuance of the notes. See "Use of Proceeds" and "Recent Developments." You should read the table together with our consolidated financial statements and the notes thereto incorporated by reference into this prospectus supplement and the accompanying prospectus.

	Actual	Pro Forma
	(In Thousands)	
Long Term Debt:		
5.625% Notes due 2006	\$ 1,600,000	\$ 1,600,000
6.4% Notes due 2006	250,000	250,000
0.77% Yen Notes due 2007	86,081	86,081
Notes, variable interest above LIBOR, due 2008	345,000	345,000
Euro notes, variable interest above LIBOR, due 2008	639,522	639,522
British Pound notes, variable interest above LIBOR, due 2008	348,000	348,000
6.0% Notes due 2008	200,000	200,000
5.4% Notes due 2008	200,000	200,000
1.05% Yen Notes due 2008	430,404	430,404
3.5% Notes due 2009	500,000	500,000
1.51% Yen Notes due 2010	129,121	129,121
3.75% Notes due 2011	500,000	500,000
1.95% Yen Notes due 2013	215,202	215,202
4.35% Notes due 2014	500,000	500,000
Other, including fair market value adjustments relating to interest rate hedge contracts designated as fair value hedges	56,925	56,925
5.375% Notes due 2009 offered hereby		500,000
5.600% Notes due 2011 offered hereby		1,500,000
5.875% Notes due 2016 offered hereby		2,000,000
	6,000,255	10,000,255
Total long term debt	\$ 6,000,255	\$ 10,000,255
Total shareholders' investment	14,442,145	14,442,145
	20,442,400	24,442,400
Total capitalization	\$ 20,442,400	\$ 24,442,400

DESCRIPTION OF NOTES

The following summary of the particular terms of the notes offered by this prospectus supplement supplements and, to the extent inconsistent with the accompanying prospectus, replaces the description of the general terms and provisions of the securities contained in the accompanying prospectus, to which description reference is made by this prospectus supplement. The statements in this prospectus supplement concerning the notes and the indenture (as defined below) do not purport to be complete. All such statements are qualified in their entirety by reference to the accompanying prospectus and the provisions of the indenture, the form of which has been filed with the Securities and Exchange Commission.

Abbott will issue the notes under an indenture, dated as of February 9, 2001, as supplemented by a supplemental indenture, dated as of February 27, 2006 (as so supplemented, the "indenture"), between Abbott and J.P. Morgan Trust Company, N.A. (as successor to Bank One Trust Company, N.A.), as trustee (the "trustee"). For a description of the rights attaching to different series of debt securities under the indenture, see "Description of Debt Securities" in the accompanying prospectus.

Title

5.375% Notes due May 15, 2009.

5.600% Notes due May 15, 2011.

5.875% Notes due May 15, 2016.

Total Initial Principal Amount of Notes

The 2009 Notes: \$500,000,000.

The 2011 Notes: \$1,500,000,000.

The 2016 Notes: \$2,000,000,000.

Abbott may from time to time, without notice to or the consent of the holders of the notes, issue additional series of securities under the indenture or additional notes of a series of notes. These additional notes may be consolidated and form a single series with an existing series of the notes and have the same terms as to status, redemption or otherwise as such series of notes (except for the issue date and the public offering price). For purposes of this description, any reference to notes of a series shall include any notes of the same series issued after the closing of this offering.

Maturity of Notes

The 2009 Notes will mature on May 15, 2009.

The 2011 Notes will mature on May 15, 2011.

The 2016 Notes will mature on May 15, 2016.

Interest Rate on Notes

The interest rate on the 2009 Notes is 5.375% per year, computed on the basis of a 360-day year of twelve 30-day months.

The interest rate on the 2011 Notes is 5.600% per year, computed on the basis of a 360-day year of twelve 30-day months.

The interest rate on the 2016 Notes is 5.875% per year, computed on the basis of a 360-day year of twelve 30-day months.

Date Interest Begins to Accrue on Notes

Interest will begin to accrue on the 2009 Notes on May 12, 2006.

Interest will begin to accrue on the 2011 Notes on May 12, 2006.

Interest will begin to accrue on the 2016 Notes on May 12, 2006.

Interest Payment Dates

Abbott will pay interest on the notes semi-annually on each May 15 and November 15 (each, an "interest payment date"). Interest payable on each interest payment date will include interest accrued from May 12, 2006 or from the most recent interest payment date to which interest has been paid or duly provided for.

First Interest Payment Date

November 15, 2006.

Regular Record Dates for Interest

Abbott will pay interest payable on any interest payment date to the person in whose name a note (or any predecessor note) is registered at the close of business on May 1 or November 1, as the case may be, next preceding such interest payment date.

Paying Agent

The trustee will initially be the securities registrar and paying agent and will act as such only at its offices in New York, New York. Abbott may at any time designate additional paying agents or rescind the designations or approve a change in the offices where they act.

Global Securities

The notes will be represented by one or more global securities registered in the name of the nominee of The Depository Trust Company ("DTC"). Abbott will only issue the notes in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. Abbott will deposit the global securities with DTC or its custodian and will register the global securities in the name of DTC's nominee. See "Description of Debt Securities Book-Entry Securities" in the accompanying prospectus. Indirect access to DTC's system is also available to other entities such as Clearstream Luxembourg, Euroclear, banks, brokers, dealers and trust companies (collectively, the "indirect participants") that clear through or maintain a custodial relationship with a participant, either directly or indirectly. Investors who are not participants may beneficially own securities held by or on behalf of DTC only through participants or indirect participants.

Clearstream Luxembourg. Clearstream Banking, societe anonyme ("Clearstream Luxembourg"), is incorporated under the laws of Luxembourg as a professional depository. Clearstream Luxembourg holds securities for its participating organizations ("Clearstream Luxembourg Participants") and facilitates the clearance and settlement of securities transactions between Clearstream Luxembourg Participants through electronic book-entry changes in accounts of Clearstream Luxembourg Participants, thereby eliminating the need for physical movement of certificates. Clearstream Luxembourg provides Clearstream Luxembourg Participants with, among other things, services for safekeeping, administration, clearance and establishment of internationally traded securities and securities lending and borrowing. Clearstream Luxembourg interfaces with domestic markets in several countries. As a professional depository, Clearstream Luxembourg is subject to regulation by the Luxembourg Monetary Institute. Clearstream Luxembourg Participants are recognized financial

institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations, and may include the underwriters. Indirect access to Clearstream Luxembourg is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Clearstream Luxembourg Participant either directly or indirectly.

Distributions with respect to notes held beneficially through Clearstream Luxembourg will be credited to cash accounts of Clearstream Luxembourg Participants in accordance with its rules and procedures to the extent received by the U.S. Depository for Clearstream Luxembourg.

Euroclear. Euroclear was created in 1968 to hold securities for participants of Euroclear ("Euroclear Participants") and to clear and settle transactions between Euroclear Participants through simultaneous electronic book-entry delivery against payment, thereby eliminating the need for physical movement of certificates and any risk from lack of simultaneous transfers of securities and cash. Euroclear includes various other services, including securities lending and borrowing and interfaces with domestic markets in several markets in several countries. Euroclear is operated by Euroclear Bank S.A./N.V. (the "Euroclear Operator"), under contract with Euro-clear Clearance Systems S.C., a Belgian cooperative corporation (the "Cooperative"). All operations are conducted by the Euroclear Operator, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear Operator, not the Cooperative. The Cooperative establishes policy for Euroclear on behalf of Euroclear Participants. Euroclear Participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear Participant, either directly or indirectly.

The Euroclear Operator is regulated and examined by the Belgian Banking Commission. Distributions of principal and interest with respect to notes held through Euroclear or Clearstream Luxembourg will be credited to the cash accounts of Euroclear or Clearstream Luxembourg participants in accordance with the relevant system's rules and procedures, to the extent received by such system's depository.

Links have been established among DTC, Clearstream Luxembourg and Euroclear to facilitate the initial issuance of the notes and cross-market transfers of the notes associated with secondary market trading. DTC will be linked indirectly to Clearstream Luxembourg and Euroclear through the DTC accounts of their respective U.S. depositories.

Redemption of the Notes

Abbott may redeem each series of the notes, at any time in whole or from time to time in part, at a redemption price equal to:

the greater of:

- (1) 100% of the principal amount of the notes being redeemed, or
- (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed, discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at a rate equal to the Treasury Yield plus 10 basis points, in the case of the 2009 Notes, 12.5 basis points in the case of the 2011 Notes and 15 basis points in the case of the 2016 Notes,

plus, in either case, accrued and unpaid interest, if any, to the redemption date on the principal amount of the notes being redeemed.

"Treasury Yield" means, with respect to any notes being redeemed, the yield to maturity implied by (i) the yields reported as of the third business day prior to the redemption date, on (a) the

Bloomberg Financial Markets News screen PX1 or the equivalent screen provided by Bloomberg Financial Markets News, or (b) if such on-line market data is not at that time provided by Bloomberg Financial Markets News, on the display designated as "Page 500" on the Moneyline Telerate service (or such other display as may replace Page 500 on the Moneyline Telerate service), in any case for actively traded U.S. Treasury securities having a maturity equal to the remaining term of those notes as of the redemption date, or (ii) if such yields are not reported at that time or the yields reported as of that time are not ascertainable (including by way of interpolation), the Treasury constant maturities yields reported, for the latest day for which such yields have been so reported at that time, in Federal Reserve Statistical Release H.15 (519) (or any comparable successor publication) for actively traded U.S. Treasury securities having a constant maturity equal to the remaining term of those notes as of such redemption date. Such implied yield will be determined, if necessary, by (x) converting U.S. Treasury bill quotations to bond-equivalent yields in accordance with accepted financial practice and (y) interpolating linearly between (1) the actively traded U.S. Treasury security with a maturity closest to and greater than the remaining term of those notes and (2) the actively traded U.S. Treasury security with a maturity closest to and less than the remaining term of those notes.

If we exercise our right to redeem all or fewer than all of the notes, we will publish a notice in the manner described under the heading "Description of Debt Securities Book-Entry Securities" in the accompanying prospectus. Each notice of redemption will specify the provisions of the notes under which the redemption is made, the date the notes will be redeemed, the place of payment and the estimated redemption price. If any note is to be redeemed in part only, the notice of redemption will state the portion of the principal amount of the note to be redeemed and will state that upon surrender of the note, a note or notes of the same series will be issued in principal amount equal to the unredeemed portion. If less than all of the notes are to be redeemed, the trustee will select the numbers of notes to be redeemed in part in any manner the trustee deems fair and appropriate. If we redeem only some of the notes, DTC's practice is to choose by lot the amount to be redeemed from the notes held by each of its participating institutions. DTC will give notice to these participants, and these participants will give notice to any "street name" holders of any beneficial interests in the notes according to arrangements among them. These notices may be subject to statutory or regulatory requirements.

We will not be responsible for giving notice of redemption of the notes to anyone other than DTC. Owners of beneficial interests in a global note will receive notice as described under the heading "Description of Debt Securities Book-Entry Securities" in the accompanying prospectus. If we deliver a notice of redemption in accordance with the indenture, the notes or portions of notes with respect to the notice will become due and payable on the date and at the place of payment stated in the notice at the applicable redemption price, together with interest, if any, accrued to the date fixed for redemption, and on and after such date (unless we are in default in the payment of the notes at the redemption price, together with interest, if any, accrued to such date) interest on the notes or portions of notes called for redemption will cease to accrue. Each series of the notes, if not the subject of any early optional redemption, will be redeemed at their maturity at their principal amount plus any accrued and unpaid interest.

Trading in DTC

Indirect holders trading their beneficial interests in the global securities through DTC must trade in DTC's same-day funds settlement system and pay in immediately available funds.

Sinking Fund

There is no sinking fund.

Defeasance

The notes are subject to Abbott's ability to choose "legal defeasance" and "covenant defeasance" as described under the caption "Description of Debt Securities Defeasance and Covenant Defeasance" in the accompanying prospectus.

Definitive Securities

A permanent global security is exchangeable for definitive notes registered in the name of any person other than DTC or its nominee, only if:

- (a) DTC notifies Abbott that it is unwilling or unable to continue as depository for the global securities or if at any time DTC ceases to be a clearing agency registered under the Securities Exchange Act of 1934, as amended, and Abbott does not appoint a successor within 90 days;
- (b) in Abbott's discretion at any time, Abbott determines not to have all of the notes represented by the global securities and notifies the trustee; or
- (c) an event of default, as described under the caption "Description of Debt Securities Events of Default" in the accompanying prospectus, has occurred and is continuing with respect to the notes.

Same-Day Settlement and Payment

The underwriters will make settlement for the notes in immediately available or same-day funds. So long as the notes are represented by the global securities, Abbott will make all payments of principal and interest in immediately available funds.

Secondary trading in notes and debentures of corporate issuers is generally settled in clearing-house or next-day funds. In contrast, so long as the notes issued in this offering are represented by the global securities registered in the name of DTC or its nominee, the notes will trade in DTC's Same-Day Funds Settlement System. DTC will require secondary market trading activity in the notes represented by the global securities to settle in immediately available or same-day funds. Abbott cannot give any assurances as to the effect, if any, of settlement in same-day funds on trading activity in the notes.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

This discussion is of a general nature and is included herein solely for information purposes. This summary is not intended to be, and should not be, construed to be legal or tax advice. No representation with respect to the consequences to any particular purchaser of the notes is made. Prospective purchasers should consult their own advisors with respect to their particular circumstances.

The following is a summary of the material U.S. federal income tax consequences to U.S. holders and non-U.S. holders (each as defined below) relating to the purchase, ownership, and disposition of the notes. This discussion is based upon current provisions of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), existing and proposed Treasury regulations promulgated thereunder, rulings, pronouncements, judicial decisions, and administrative interpretations of the Internal Revenue Service, all of which are subject to change, possibly on a retroactive basis, at any time by legislative, judicial, or administrative action. We cannot assure you that the Internal Revenue Service will not challenge the conclusions stated below, and no ruling from the Internal Revenue Service has been (or will be) sought on any of the matters discussed below.

The following discussion does not purport to be a complete analysis of all the potential U.S. federal income tax effects relating to the purchase, ownership, and disposition of the notes. Without limiting the generality of the foregoing, the discussion does not address the effect of any special rules applicable to certain types of holders, including, without limitation, dealers in securities or currencies, insurance companies, financial institutions, thrifts, regulated investment companies, tax-exempt entities, U.S. persons whose functional currency is not the U.S. dollar, U.S. expatriates, persons who hold notes as part of a straddle, hedge, conversion transaction, or other risk reduction or integrated investment transaction, investors in securities that elect to use a mark-to-market method of accounting for their securities holdings, individual retirement accounts or qualified pension plans, or investors in pass through entities, including partnerships and Subchapter S corporations. In addition, this discussion is limited to holders who are the initial purchasers of the notes at their original issue price and hold the notes as capital assets within the meaning of Section 1221 of the Internal Revenue Code. This discussion does not address the effect of any U.S. state or local income or other tax laws, any U.S. federal estate and gift tax laws, any foreign tax laws, or any tax treaties.

U.S. Holders

The term "U.S. holder" means a beneficial owner of a note that is:

an individual who is a citizen of the United States or who is a resident alien of the United States for U.S. federal income tax purposes;

a corporation or other entity taxable for U.S. federal income tax purposes as a corporation created or organized in or under the laws of the United States, any state thereof, or the District of Columbia;

an estate the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or if a valid election is in effect under applicable Treasury regulations to be treated as a U.S. person.

Taxation of interest

All of the notes bear interest at a fixed-rate or will bear interest at a floating rate that is either a qualified floating rate or an objective rate under the rules regarding original issue discount. Moreover,

we do not intend to issue the notes at a discount that will exceed a *de minimis* amount of original issue discount. Accordingly, interest on a note will generally be includable in income of a U.S. holder as ordinary income at the time the interest is received or accrued, in accordance with the holder's regular method of accounting for U.S. federal income tax purposes.

Sale, exchange, or retirement of a note

A U.S. holder will generally recognize capital gain or loss on a sale, exchange, redemption, retirement, or other taxable disposition of a note measured by the difference, if any, between (i) the amount of cash and the fair market value of any property received, except to the extent that the cash or other property received in respect of a note is attributable to accrued interest on the note not previously included in income, which amount will be taxable as ordinary income, and (ii) the holder's adjusted tax basis in the note.

Such capital gain or loss will be treated as a long-term capital gain or loss if, at the time of the sale or exchange, the note has been held by the holder for more than one year; otherwise, the capital gain or loss will be short-term. Non-corporate taxpayers may be subject to a lower federal income tax rate on their net long-term capital gains than that applicable to ordinary income. All taxpayers are subject to certain limitations on the deductibility of their capital losses.

Information reporting and backup withholding

U.S. holders of notes may be subject, under certain circumstances, to information reporting and backup withholding (currently at a rate of 28%) on payments of interest, principal, gross proceeds from disposition of notes and, redemption premium, if any. Backup withholding generally applies only if the U.S. holder:

fails to furnish its social security or other taxpayer identification number within a reasonable time after a request for such information;

furnishes an incorrect taxpayer identification number;

fails to report interest properly; or

fails, under certain circumstances, to provide a certified statement, signed under penalty of perjury, that the taxpayer identification number provided is its correct number and that the U.S. holder is not subject to backup withholding.

Backup withholding is not an additional tax. Any amount withheld from a payment to a U.S. holder under the backup withholding rules is allowable as a credit against such U.S. holder's U.S. federal income tax liability and may entitle such holder to a refund provided such holder furnishes the required information to the Internal Revenue Service. Certain persons are exempt from backup withholding, including corporations and financial institutions. U.S. holders of notes should consult their tax advisors as to their qualification for exemption from backup withholding and the procedure for obtaining such exemption. We cannot refund amounts once withheld.

We will furnish annually to the Internal Revenue Service, and to record holders of the notes to whom we are required to furnish such information, information relating to the amount of interest paid and the amount of backup withholding, if any, with respect to payments on the notes.

Non-U.S. Holders

The following summary is limited to the U.S. federal income tax consequences relevant to a beneficial owner of a note who is not classified as a partnership for U.S. federal income tax purposes and who is not a U.S. holder (a "non-U.S. holder"). In the case of a non-U.S. holder who is an

individual, the following summary assumes that this individual was not formerly a United States citizen and was not formerly a resident of the United States for U.S. federal income tax purposes.

Taxation of interest

Subject to the summary of backup withholding rules below, payments of interest on a note to any non-U.S. holder will not generally be subject to U.S. federal income or withholding tax provided we or the person otherwise responsible for withholding U.S. federal income tax from payments on the notes receives a required certification from the non-U.S. holder and the holder is not:

an actual or constructive owner of 10% or more of the total combined voting power of all our voting stock;

a controlled foreign corporation related, directly or indirectly, to us through stock ownership; or

receiving such interest payments as income effectively connected with the conduct by the non-U.S. holder of a trade or business within the United States.

In order to satisfy the certification requirement, the non-U.S. holder must provide a properly completed Internal Revenue Service Form W-8BEN (or substitute Form W-8BEN or the appropriate successor form) under penalties of perjury that provides the non-U.S. holder's name and address and certifies that the non-U.S. holder is not a U.S. person. Alternatively, in a case where a security clearing organization, bank, or other financial institution holds the notes in the ordinary course of its trade or business on behalf of the non-U.S. holder, certification requires that we or the person who otherwise would be required to withhold U.S. federal income tax receive from the financial institution a certification under penalties of perjury that a properly completed Form W-8BEN (or substitute Form W-8BEN or the appropriate successor form) has been received by it, or by another such financial institution, from the non-U.S. holder, and a copy of such a form is furnished to the payor. Special rules apply to foreign partnerships, estates, and trusts, and in certain circumstances, certifications as to foreign status of partners, trust owners, or beneficiaries may have to be provided to our paying agent or to us. In addition, special rules apply to payments made through a qualified intermediary.

A non-U.S. holder that does not qualify for exemption from withholding under the preceding paragraphs generally will be subject to withholding of U.S. federal income tax at the rate of 30%, or lower applicable treaty rate, on payments of interest on the notes that are not effectively connected with the conduct by the non-U.S. holder of a trade or business in the United States.

If the payments of interest on a note are effectively connected with the conduct by a non-U.S. holder of a trade or business in the United States, such payments will be subject to U.S. federal income tax on a net basis at the rates applicable to U.S. persons generally. If the non-U.S. holder is a corporation for U.S. federal income purposes, such payments also may be subject to a 30% branch profits tax. If payments are subject to U.S. federal income tax on a net basis in accordance with the rules described in the preceding two sentences, such payments will not be subject to U.S. withholding tax so long as the holder provides us, or the person who otherwise would be required to withhold U.S. federal income tax, with the appropriate certification.

Non-U.S. holders should consult their tax advisors regarding any applicable income tax treaties, which may provide for a lower rate of withholding tax, exemption from or reduction of branch profits tax, or other rules different from those described above.

Sale, exchange, or disposition

Subject to the summary of backup withholding rules below, any gain realized by a non-U.S. holder on the sale, exchange, retirement, or other disposition of a note generally will not be subject to U.S. federal income tax, unless:

such gain is effectively connected with the conduct by such non-U.S. holder of a trade or business within the United States;
or

the non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are satisfied.

Proceeds from the disposition of a note that are attributable to accrued but unpaid interest generally will be subject to, or exempt from, tax to the same extent as described above with respect to interest paid on a note, although such proceeds generally are not subject to withholding tax.

Information reporting and backup withholding

Any payments of interest to a non-U.S. holder will generally be reported to the Internal Revenue Service and to the non-U.S. holder. Copies of these information returns also may be made available under the provisions of a specific treaty or other agreement to the tax authorities of the country in which the non-U.S. holder resides.

The backup withholding tax and certain additional information reporting generally will not apply to payments of interest with respect to which either the requisite certification, as described above, has been received or an exemption otherwise has been established, provided that neither we nor the person who otherwise would be required to withhold U.S. federal income tax has actual knowledge or reason to know that the holder is, in fact, a U.S. person or that the conditions of any other exemption are not, in fact, satisfied.

The payment of the proceeds from the disposition of the notes by or through the U.S. office of any broker, U.S. or foreign, will be subject to information reporting and backup withholding unless the holder certifies as to its non-U.S. status under penalties of perjury or otherwise establishes an exemption, provided that the broker does not have actual knowledge or reason to know that the holder is a U.S. person or that the conditions of any other exemption are not, in fact, satisfied. The payment of the proceeds from the disposition of the notes by or through a non-U.S. office of a non-U.S. broker will not be subject to information reporting or backup withholding unless the non-U.S. broker has certain types of relationships with the United States (a "U.S. related person"). In the case of the payment of the proceeds from the disposition of the notes by or through a non-U.S. office of a broker that is either a U.S. person or a U.S. related person, the Treasury regulations require information reporting, but not backup withholding, on the payment unless the broker has documentary evidence in its files that the owner is a non-U.S. holder and the broker has no knowledge or reason to know to the contrary.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be refunded or credited against the non-U.S. holder's U.S. federal income tax liability provided such holder furnishes the required information to the Internal Revenue Service.

UNDERWRITING

We are offering the notes described in this prospectus supplement through a number of underwriters. ABN AMRO Incorporated, Banc of America Securities LLC, J.P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated are the representatives of the underwriters. We have entered into a firm commitment underwriting agreement with the representatives. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has agreed to purchase, the aggregate principal amount of notes listed next to its name in the following table:

Underwriter	Principal Amount of 2009 Notes	Principal Amount of 2011 Notes	Principal Amount of 2016 Notes
ABN AMRO Incorporated	\$ 129,999,950	\$ 389,999,850	\$ 519,999,800
Banc of America Securities LLC	90,000,000	270,000,000	360,000,000
J.P. Morgan Securities Inc.	90,000,000	270,000,000	360,000,000
Morgan Stanley & Co. Incorporated	90,000,000	270,000,000	360,000,000
Citigroup Global Markets Inc.	17,043,950	51,131,850	68,175,800
BNP Paribas Securities Corp.	13,049,250	39,147,750	52,197,000
Wachovia Capital Markets, LLC	13,049,250	39,147,750	52,197,000
Mitsubishi UFJ Securities International plc	10,652,450	31,957,350	42,609,800
SG Americas Securities, LLC	10,652,450	31,957,350	42,609,800
The Williams Capital Group, L.P.	7,641,500	22,924,500	30,566,000
Banca Caboto S.p.A.	6,141,500	18,424,500	24,566,000
Deutsche Bank Securities Inc.	6,141,500	18,424,500	24,566,000
Goldman, Sachs & Co.	6,141,500	18,424,500	24,566,000
Harris Nesbitt Corp.	6,141,500	18,424,500	24,566,000
Standard Chartered Bank	3,345,200	10,035,600	13,380,800
Total	\$ 500,000,000	\$ 1,500,000,000	\$ 2,000,000,000

The underwriting agreement is subject to a number of terms and conditions and provides that the underwriters must buy all of the notes if they buy any of them. The underwriters will sell the notes to the public when and if the underwriters buy the notes from us.

The underwriters have advised us that they propose initially to offer the notes to the public for cash at the public offering prices set forth on the cover of this prospectus supplement, and to certain dealers at such price less concessions not in excess of .15% of the principal amount of the 2009 notes, .20% of the principal amount of 2011 notes and .25% of the principal amount of the 2016 notes. The underwriters may allow, and such dealers may reallow, a concession not in excess of .10% of the principal amount of the 2009 notes, .15% of the principal amount of the 2011 notes and .20% of the principal amount of the 2016 notes to certain other dealers. After the public offering of the notes, the public offering price and other selling terms may be changed.

The aggregate proceeds to us are set forth on the cover page of this prospectus supplement before deducting our expenses in offering the notes. Abbott estimates that it will spend approximately \$2.6 million for printing, registration fees, rating agency fees and other expenses (other than estimated discounts and commissions of the underwriters) related to the offering of the notes.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive,

except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts; or
- (c) in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of notes to the public" in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA would not, if the Issuer was not an authorised person, apply to the Issuer; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

The notes may not be offered or sold by means of any document other than to persons whose ordinary business is to buy or sell shares or debentures, whether as principal or agent, or in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32) of Hong Kong, and no advertisement, invitation or document relating to the notes may be issued, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made thereunder.

This prospectus supplement and the accompanying prospectus have not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement and the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the Notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of

shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law. The securities have not been and will not be registered under the Securities and Exchange Law of Japan (the Securities and Exchange Law) and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Certain of the underwriters may make the notes available for distribution on the internet through a proprietary Web site and/or a third-party system operated by MarketAxess Holdings Inc. ("MarketAxess"), an Internet-based communications technology provider. MarketAxess is providing a system as a conduit for communications between the underwriters who use MarketAxess and their respective customers and is not a party to this offering. MarketAxess, a registered broker-dealer, will receive compensation from the underwriters who use MarketAxess based on transactions they conduct through the system. The underwriters who use MarketAxess will make the notes available to their respective customers through the internet distributions, whether made through a proprietary or third-party system, on the same terms as distributions made through other channels.

Certain of the underwriters are not U.S. registered broker-dealers and, therefore, to the extent that such underwriters intend to effect any sales of the notes in the United States, such underwriters will do so through one or more U.S. registered broker-dealers as permitted by NASD regulations.

We have agreed to indemnify the underwriters against, or contribute to payments that the underwriters may be required to make in respect of, certain liabilities, including liabilities under the Securities Act of 1933.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or on any automated dealer quotation system. The underwriters may make a market in the notes after completion of the offering, but will not be obligated to do so and may discontinue any market-making activities at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes or that an active public market for the notes will develop. If an active public market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

In connection with the offering of the notes, the representatives may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the representatives may overallocate in connection with the offering, creating a short position. In addition, the representatives may bid for, and purchase, the notes in the open market to cover short positions or to stabilize the price of the notes. Any of these activities may stabilize or maintain the market price of the notes above independent market levels, but no representation is made hereby of the magnitude of any effect that the transactions described above may have on the market price of the notes. The representatives will not be required to engage in these activities, and may engage in these activities, and may end any of these activities, at any time without notice.

The underwriters and certain of their affiliates have provided from time to time, and may provide in the future, investment and commercial banking and financial advisory services to us and our affiliates in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions.

LEGAL OPINIONS

Certain legal matters in connection with the offering of the notes will be passed upon for Abbott by Laura J. Schumacher, Esq., Abbott's Senior Vice President, General Counsel and Secretary, and by Mayer, Brown, Rowe & Maw LLP, Chicago, Illinois, and for the underwriters by Skadden, Arps, Slate, Meagher & Flom LLP, Chicago, Illinois. Skadden, Arps, Slate, Meagher & Flom LLP from time to time also represents Abbott in connection with other matters.

PROSPECTUS

Abbott Laboratories

Debt Securities

By this prospectus, Abbott may offer from time to time debt securities.

Abbott will provide you with the specific terms and the public offering prices of these securities in supplements to this prospectus. The prospectus supplements may also add, update or change information contained in this prospectus. You should read this prospectus and the prospectus supplements carefully before you invest. This prospectus may not be used to offer and sell securities unless accompanied by a prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated February 28, 2006

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that Abbott filed with the Securities and Exchange Commission under the "shelf registration" process. Under this shelf registration process, Abbott may, from time to time, sell debt securities under this prospectus. This prospectus provides you with a general description of the securities Abbott may offer. Each time Abbott sells securities, Abbott will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement together with additional information described under the heading "Where You Can Find More Information."

ABBOTT LABORATORIES

Abbott Laboratories is an Illinois corporation, incorporated in 1900. Abbott's principal business is the discovery, development, manufacture and sale of a broad and diversified line of health care products.

In 2005, Abbott had four reporting revenue segments:

- (1) **Pharmaceutical Products** includes a broad line of adult and pediatric pharmaceuticals, which are sold primarily on the prescription, or recommendation, of physicians.
- (2) **Diagnostic Products** includes diagnostic systems and tests for blood banks, hospitals, commercial laboratories, physicians' offices, alternate-care testing sites, plasma protein therapeutic companies and consumers.
- (3) **Ross Products** includes a broad line of pediatric and adult nutritionals. These products are sold directly to consumers, often on the recommendation of physicians or other health care professionals. The segment also includes specialty pharmaceuticals.