

ABBOTT LABORATORIES
Form SC 13G/A
February 13, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145

Expires:
December 31, 2005
Estimated average burden
hours per response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 25)***

Abbott Laboratories

(Name of Issuer)

Common Stock without par value

(Title of Class of Securities)

002824 10 0

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 002824 10 0

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Abbott Laboratories Stock Retirement Trust

I.R.S. Identification No. 36-6047554

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Illinois

5. Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
84,081,627

7. Sole Dispositive Power
0

8. Shared Dispositive Power
84,081,627

9. Aggregate Amount Beneficially Owned by Each Reporting Person
84,081,627

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
EP

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Thomas C. Freyman
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
United States
- | | | | |
|---|-----|---|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
155,614 shares -
direct | (Does not include shares held in the Abbott
Laboratories Stock Retirement Trust for
the benefit of the reporting person.) |
| | 6. | Shared Voting Power
87,405,438 - See Attached Exhibit 1 | |
| | 7. | Sole Dispositive Power

155,614 shares (see note in 5 above)
direct | |
| | 8. | Shared Dispositive Power
87,405,438 - See Attached Exhibit 1 | |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
87,917,935 - (Total of 5 + 6 + 356,883 shares - right to acquire by exercise of stock options.) | |
| | 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| | 11. | Percent of Class Represented by Amount in Row (9)
5.3% | |
| | 12. | Type of Reporting Person (See Instructions)
IN | |

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Terrence C. Kearney

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States

5. Sole Voting Power
49,470 shares - direct (Does not include shares held in the Abbott Laboratories Stock Retirement Trust for the benefit of the reporting person.)

Number of Shares Beneficially Owned by Each Reporting Person With
6. Shared Voting Power
87,405,438 - See Attached Exhibit 1

7. Sole Dispositive Power
49,470 shares (see note in 5 above)
direct

8. Shared Dispositive Power
87,405,438 - See Attached Exhibit 1

9. Aggregate Amount Beneficially Owned by Each Reporting Person
87,599,232 - (Total of 5 + 6 + 144,324 shares - right to acquire by exercise of stock options.)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.3%

12. Type of Reporting Person (See Instructions)
IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
 Thomas M. Wascoe

2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a)
 (b)

3. SEC Use Only

4. Citizenship or Place of Organization
 United States

5. Sole Voting Power
 60,498 shares - direct (Does not include shares held in the Abbot Laboratories Stock Retirement Trust for the benefit of the reporting person.)

Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power
 87,405,438 -- See Attached Exhibit 1

7. Sole Dispositive Power

60,498 shares (see note in 5 above)
 direct

8. Shared Dispositive Power
 87,405,438 - See Attached Exhibit 1

9. Aggregate Amount Beneficially Owned by Each Reporting Person
 87,823,049 - (Total of 5 + 6 + 357,113 shares - right to acquire by exercise of stock options.)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
 5.3%

12. Type of Reporting Person (See Instructions)
 IN

Item 1.

- (a) Name of Issuer
Abbott Laboratories
- (b) Address of Issuer's Principal Executive Offices
100 Abbott Park Road
Abbott Park, Illinois 60064-6400

Item 2.

- (a) Name of Person Filing
Abbott Laboratories Stock Retirement Trust

Thomas C. Freyman

Terrence C. Kearney

Thomas M. Wascoe
- (b) Address of Principal Business Office or, if none, Residence
100 Abbott Park Road

Abbott Park, Illinois 60064-6400
- (c) Citizenship
Abbott Laboratories Stock Retirement Trust - Illinois.

Thomas C. Freyman, Terrence C. Kearney, and

Thomas M. Wascoe - United States
- (d) Title of Class of Securities
Common shares without par value
- (e) CUSIP Number
002824 10 0

- Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- | | | |
|-----|----------------------------------|---|
| (a) | <input type="radio"/> | Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). |
| (b) | <input type="radio"/> | Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). |
| (c) | <input type="radio"/> | Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). |
| (d) | <input type="radio"/> | Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). |
| (e) | <input type="radio"/> | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | <input checked="" type="radio"/> | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | <input type="radio"/> | A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); |
| (h) | <input type="radio"/> | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | <input type="radio"/> | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
| (j) | <input type="radio"/> | Group, in accordance with §240.13d-1(b)(1)(ii)(J). |

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- | | |
|-----|--------------------------|
| (a) | (See cover pages 2, 3, |
| (b) | 4 and 5, Items 5 through |
| (c) | 9 and 11.) |

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The shares owned by the Abbott Laboratories Stock Retirement Trust and the dividends thereon are held for the benefit of participants of the Abbott Laboratories Stock Retirement Plan pursuant to the terms of that Plan and the Trust. The Abbott Laboratories Stock Retirement Plan is a qualified employee stock ownership plan. As of December 31, 2003, there were 43,695 participants with share balances in the Plan.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. This statement is filed on behalf of each individual listed below pursuant to their agreement.

Date: February 12, 2004

ABBOTT LABORATORIES STOCK
RETIREMENT TRUST

/s/ Thomas C. Freyman
Thomas C. Freyman, Co-Trustee

/s/ Terrence C. Kearney
Terrence C. Kearney, Co-Trustee

/s/ Thomas M. Wascoe
Thomas M. Wascoe, Co-Trustee