

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Michael Robert A.</u>  (Last) (First) (Middle) <u>1 N. WAUKEGAN ROAD</u>  (Street) <u>NORTH CHICAGO IL 60064</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AbbVie Inc. [ ABBV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value	02/20/2020		A		4,741 <sup>(1)</sup>	A	\$0	15,654	D	
Common Stock, \$0.01 par value	02/20/2020		A		1,710 <sup>(2)</sup>	A	\$0	17,364	D	
Common Stock, \$0.01 par value	02/20/2020		A		1,485 <sup>(3)</sup>	A	\$0	18,849	D	
Common Stock, \$0.01 par value	02/20/2020		A		8,859 <sup>(4)</sup>	A	\$0	27,708	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy) <sup>(5)</sup>	\$93.5	02/20/2020		A		106,382		02/20/2021	02/19/2030	Common Stock	106,382	\$0	106,382	D	

**Explanation of Responses:**

- Represents shares of AbbVie common stock issued under a performance share award granted to the reporting person on February 16, 2017. The award is subject to performance-vesting restrictions based on earnings per share and relative total shareholder return. The performance-vesting restrictions with respect to these shares were released on the date reported in Column 2 above upon certification of performance goal attainment by the Compensation Committee of AbbVie's Board of Directors. The shares will be issued to the reporting person on February 28, 2020.
- Represents shares of AbbVie common stock issued under a performance vesting restricted stock unit award granted to the reporting person on February 16, 2017. The award is subject to performance-vesting restrictions based on a relative return on equity measure. The performance-vesting restrictions with respect to these shares were released on the date reported in Column 2 above upon certification of performance goal attainment by the Compensation Committee of AbbVie's Board of Directors. The shares will be issued to the reporting person on February 28, 2020.
- Represents shares of AbbVie common stock issued under a performance vesting restricted stock unit award granted to the reporting person on February 15, 2018. The award is subject to performance-vesting restrictions based on a relative return on equity measure. The performance-vesting restrictions with respect to these shares were released on the date reported in Column 2 above upon certification of performance goal attainment by the Compensation Committee of AbbVie's Board of Directors. The shares will be issued to the reporting person on February 28, 2020.
- Represents shares of AbbVie common stock issued under a performance vesting restricted stock unit award granted to the reporting person on February 21, 2019. The award is subject to performance-vesting restrictions based on a relative return on equity measure. The performance-vesting restrictions with respect to these shares were released on the date reported in Column 2 above upon certification of performance goal attainment by the Compensation Committee of AbbVie's Board of Directors. The shares will be issued to the reporting person on February 28, 2020.
- Employee stock option granted pursuant to the AbbVie 2013 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3. The option becomes exercisable in annual increments of 35,461 on February 20, 2021, 35,461 on February 20, 2022, and 35,460 on February 20, 2023.

Steven L. Scroggham, attorney-in-fact for Robert A. Michael 02/24/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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