**United States Securities and Exchange Commission**

**Statement of Changes in Beneficial Ownership**

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
   
   **Michael Robert A.**
   
   1 N. Waukegan Road
   
   Chicago, IL 60064
2. Issuer Name and Ticker or Trading Symbol
   
   **AbbVie Inc. [ ABBV ]**
3. Date of Earliest Transaction (Month/Day/Year)
   
   02/20/2020
4. If Amendment, Date of Original Filed (Month/Day/Year)
   
   02/20/2021

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed执行 (Month/Day/Year)</th>
<th>Transaction Code (Instr. 2)</th>
<th>Securities Acquired (A) (Instr. 4)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Amount (A) or (D)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, $0.01 par value</td>
<td>02/20/2020</td>
<td>A</td>
<td>4,741(1)</td>
<td>A</td>
<td>$0</td>
<td>15,654</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock, $0.01 par value</td>
<td>02/20/2020</td>
<td>A</td>
<td>1,170(2)</td>
<td>A</td>
<td>$0</td>
<td>17,364</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock, $0.01 par value</td>
<td>02/20/2020</td>
<td>A</td>
<td>1,485(3)</td>
<td>A</td>
<td>$0</td>
<td>18,849</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock, $0.01 par value</td>
<td>02/20/2020</td>
<td>A</td>
<td>8,859(4)</td>
<td>A</td>
<td>$0</td>
<td>27,708</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 1)</th>
<th>Conversion or Exercise Price of Derivative Security (Instr. 2)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 4)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Option (right to buy) ($3.5)</td>
<td>02/20/2020</td>
<td>A</td>
<td>106,382</td>
<td>02/20/2020</td>
<td>02/19/2030</td>
<td>Common Stock</td>
<td>106,382</td>
<td>$0</td>
<td>106,382</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 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.

2. 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.

3. 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.

4. 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.

5. 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 35,460 on February 20, 2021, 35,461 on February 20, 2022, and 35,460 on February 20, 2023.

**Steven L. Scrogaham, attorney-in-fact for Robert A. Michael**

**Signature of Reporting Person**

02/24/2020

**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).


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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