SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CHASE WILLIAM J	AbbVie Inc. [ABBV]	

(Last)	(First)	(Middle)
1 N. WAUKEGAN ROAD		

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2014

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

EVP, Chief Financial Officer

(Street)
NORTH CHICAGO   IL   60064

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
X   Form filed by One Reporting Person
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	02/20/2014		A		53,770[(1)]	A	$0.00	193,889	D	
Common stock, $0.01 par value								501[(2)]	I	By spouse

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	Amount or Number of Shares				
Option (right to buy)[(3)]	$51.42	02/20/2014		A		92,740		02/20/2015	02/19/2024	Common stock	92,740	$0	92,740	D	

Explanation of Responses:

1. These securities represent performance vested restricted stock awards under the AbbVie 2013 Incentive Stock Program. The awards have a 5-year term, with no more than 1/3 of the award vesting in any one year upon AbbVie reaching a minimum return on equity target. The awards include the right to have stock withheld for tax purposes.

2. The reporting person disclaims beneficial ownership of all securities held by his spouse.

3. 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 exerciseable in annual increments of 30,914 on 02/20/2015, 30,913 on 02/20/2016, and 30,913 on 02/20/2017.

Steven L. Scrogham, attorney-in-fact for William J. Chase	02/24/2014
** Signature of Reporting Person	Date