SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL

l	OMB Number:	3235-0287								
l	Estimated average burden									
I	hours per response:	0.5								

1. Name and Addr	ess of Reporting Pe LLIAM J	erson*	2. Issuer Name and Ticker or Trading Symbol <u>AbbVie Inc.</u> [ABBV]		ionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
(Last) 1 N. WAUKEC	(First) (Middle) WAUKEGAN ROAD		3. Date of Earliest Transaction (Month/Day/Year) 02/20/2014	- x	Officer (give title below) EVP, Chief Finan	Other (specify below) cial Officer	
(Street) NORTH CHICAGO	IL	60064	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Rep Form filed by More tha Person	porting Person	
(City)	(State)	(Zip)					

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)					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common stock, \$0.01 par value	02/20/2014		A		53,770 ⁽¹⁾	Α	\$0.00	193,889	D	
Common stock, \$0.01 par value								501 ⁽²⁾	1	By spouse

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

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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. Transa Code (8)		of		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-02/24/2014 in-fact for William J. Chase

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.