

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 | |
|--|-----------|
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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).

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|---|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person* GONZALEZ RICHARD A | | | 2. Issuer Name and Ticker or Trading Symbol AbbVie Inc. [ABBV] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CHAIRMAN OF THE BOARD AND CEO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2024 | | | 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 | | |
| 1 N. WAUKEGAN ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | IL | 60064 | Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | |
| (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) | | 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value | 02/15/2024 | | A | | 146,335 ⁽¹⁾ | A | \$0 | 669,629 | D | |
| Common Stock, \$0.01 par value | 02/15/2024 | | A | | 39,022 ⁽²⁾ | A | \$0 | 708,651 | D | |
| Common Stock, \$0.01 par value | 02/15/2024 | | A | | 33,208 ⁽³⁾ | A | \$0 | 741,859 | D | |
| Common Stock, \$0.01 par value | 02/15/2024 | | A | | 30,300 ⁽⁴⁾ | A | \$0 | 772,159 | 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 Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|---|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Option (Right to Buy) ⁽⁵⁾ | \$0 | 02/15/2024 | | A | | 113,472 | | 02/15/2025 | 02/14/2034 | Common Stock | 113,472 | \$0 | 113,472 | D | |

Explanation of Responses:

- Represents shares of AbbVie common stock issued under a performance share award granted to the reporting person on February 18, 2021. 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, 2024.
- Represents shares of AbbVie common stock issued under a performance-vesting restricted stock unit award granted to the reporting person on February 18, 2021. The award is subject to performance-vesting restrictions based on a relative return on invested capital 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, 2024.
- Represents shares of AbbVie common stock issued under a performance-vesting restricted stock unit award granted to the reporting person on February 17, 2022. The award is subject to performance-vesting restrictions based on a relative return on invested capital 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, 2024.
- Represents shares of AbbVie common stock issued under a performance-vesting restricted stock unit award granted to the reporting person on February 16, 2023. The award is subject to performance-vesting restrictions based on a relative return on invested capital 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, 2024.
- Employee stock option granted pursuant to the AbbVie Amended and Restated 2013 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3. The option becomes exercisable in annual increments of 37,824 on February 15, 2025, 37,824 on February 15, 2026, and 37,824 on February 15, 2027.

T.O. Oduyayo, attorney-in-fact **02/20/2024**
for Richard A. Gonzalez
 ** 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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