SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION Washington, D.C. 20549

OMB APPROVAL

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per 0.5

response:

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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 A Donoghoe	rting Person [*]	2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol <u>AbbVie Inc.</u> [ABBV]						
(Last) (First) (Middle) 1 NORTH WAUKEGAN ROAD (Street) NORTH CHICAGO IL 60064		06/29/2023		4. Relationship of Reporting Issuer (Check all applicable) Director X Officer (give title below) EVP, Chief Bus/S	10% Owner Other (specify below)		 5. 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 			
(City)	(State)	(Zip)	-						Form filed I Reporting F	by More than One Person
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				. Nature of Indirect Beneficial wnership (Instr. 5)	
Common Stock, \$0.01 par value					58,815	D)			
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise		Form:	6. Nature of Indirect Beneficial Ownership (Instr.
			Date Exercisable	Expiration Date	Title	Amount Derivative or Security Number of Shares	tive	Direct (D) or Indirect (I) (Instr. 5)	5)	
Option (Righ	t to buy) ⁽¹⁾		02/21/2020	02/20/2029	Common Stock	32,710	79.02		D	
Option (Righ	t to buy) ⁽²⁾		02/20/2021	02/19/2030	Common Stock	72,013	93.5		D	
Option (Righ	t to buy) ⁽³⁾		02/18/2022	02/17/2031	Common Stock	29,813	105.92		D	
Option (Righ	t to buy) ⁽⁴⁾		02/17/2023	02/16/2032	2 Common Stock	21,453	144.54		D	
Option (Right to buy) ⁽⁵⁾		02/16/2024	02/15/2033	B Common Stock	17,555	149.	62	D		

Explanation of Responses:

1. 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 became exercisable as to 10,904 shares on 02/21/2020, as to 10,903 shares on 02/21/2021, and as to 10,903 shares on 02/21/2022.

2. 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 became exercisable as to 24,005 shares on 02/20/2021, as to 24,004 shares on 02/20/2022, and as to 24,004 shares on 02/20/2023.

3. 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 became exercisable as to 9,938 shares on 02/18/2022 and as to 9,938 shares on 02/18/2023, and will become exercisable as to 9,937 shares on 02/18/2024.

4. 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 became exercisable as to 7,151 shares on 02/17/2023, and will become exercisable as to 7,151 shares on 02/17/2024 and as to 7,151 shares on 02/17/2025.

5. 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 will become exercisable as to 5,852 shares on 02/16/2024, as to 5,852 shares on 02/16/2025 and as to 5,851 shares on 02/16/2026.

T.O. Odutayo, attorney-in-	
fact for Nicholas J.	07/10/2023
<u>Donoghoe</u>	
** Signature of Reporting Person	Date

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

 \ast If the form is filed by more than one reporting person, see Instruction 5 (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.

POWER OF ATTORNEY

The undersigned constitutes and appoints PERRY C. SIATIS, EMILY A. WEITH, and T.O. ODUTAYO, and each of them individually, as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for the undersigned and in the undersigned's name, place and stead, to prepare and sign any and all Securities and Exchange Commission ("SEC") Notices of Proposed Sales of Securities pursuant to Rule 144 under the Securities Act of 1933 on Form 144, all SEC statements on Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, including a Form ID and any other documents necessary to obtain codes and passwords necessary to make electronic filings, and any amendments or successors to such forms, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorney-in-fact and agent full power and authority to do and perform each act and thing requisite, necessary or desirable to be done under said Rule 144 and Section 16(a), as fully for all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned is no longer required to file Forms 144, 3, 4, or 5 or if earlier, until the undersigned revokes such authorization by written instructions to the attorney-in-fact.

Date: June 28, 2023

/s/ Nicholas J. Donoghoe Signature of Reporting Person

Nicholas J. Donoghoe Name

AbbVie Inc. 1 N. Waukegan Road North Chicago, IL 60064