

**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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Donoghoe Nicholas</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>AbbVie Inc. [ ABBV ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>EVP, CHIEF BUS/STRAT OFFICER</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/13/2025</u>      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| 1 NORTH WAUKEGAN ROAD  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   |  |  |  |  |  |
| (Street)<br><u>NORTH CHICAGO IL 60064</u>                            |         |          |  |  |  |  |  |  |
| (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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock, \$0.01 par value  | 02/13/2025                           |  | A                              |   | 11,017 <sup>(1)</sup>   | A          | \$0   | 66,920  | D  |   |
| Common Stock, \$0.01 par value  | 02/13/2025                           |  | A                              |   | 4,520 <sup>(2)</sup>  | A          | \$0   | 71,440  | D  |   |
| Common Stock, \$0.01 par value  | 02/13/2025                           |  | A                              |   | 4,634 <sup>(3)</sup>  | A          | \$0   | 76,074  | D  |   |
| Common Stock, \$0.01 par value  | 02/13/2025                           |  | A                              |   | 5,174 <sup>(4)</sup>  | A          | \$0   | 81,248  | 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 Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Option (Right to buy) <sup>(5)</sup>       | \$192.86   | 02/13/2025                           |  | A                              |   | 23,437   |     | (5)  | 02/12/2035      | Common Stock  | 23,437                                     | \$0  | 23,437  | D  |       |

**Explanation of Responses:**

- Represents shares of AbbVie common stock issued under a performance share award granted to the reporting person on February 17, 2022. 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, 2025.
- 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 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, 2025.
- 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 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, 2025.
- Represents shares of AbbVie common stock issued under a performance-vesting restricted stock unit award granted to the reporting person on February 15, 2024. 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, 2025.
- 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 7,813 on February 13, 2026, 7,812 on February 13, 2027, and 7,812 on February 13, 2028.

**Remarks:**

Due to an administrative error the exercise price for options awarded February 15, 2024 was previously reported as \$0 in Table II Column 2, instead of the correct value of \$175.28

/s/ T.O. Odutayo, Attorney-in-Fact for Nicholas J. Donoghoe 02/18/2025

\*\* 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.