

AbbVie Inc.
Form 4
June 28, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schumacher Laura J

(Last) (First) (Middle)

1 N. WAUKEGAN ROAD

(Street)

NORTH CHICAGO, IL 60064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AbbVie Inc. [ABBV]

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (D) | Price |
| Common stock, \$0.01 par value | 06/24/2016 | | M | | 66,300 | A | \$ 28.8628 |
| Common stock, \$0.01 par value | 06/24/2016 | | M | | 38,940 | A | \$ 28.1251 |
| Common stock, \$0.01 par value | 06/24/2016 | | M | | 42,533 | A | \$ 28.3122 |
| | | | | | | | 260,438 |
| | | | | | | | 299,378 |
| | | | | | | | 341,911 |

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| | | | | | | | |
|--------------------------------|------------|---|--------|---|------------|---------|---|
| Common stock, \$0.01 par value | 06/24/2016 | M | 38,333 | A | \$ 24.2082 | 380,244 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 83,893 | D | \$ 60 | 296,351 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 1,513 | D | \$ 60.005 | 294,838 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 1,100 | D | \$ 60.01 | 293,738 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 300 | D | \$ 60.02 | 293,438 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.025 | 293,338 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 300 | D | \$ 60.03 | 293,038 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 25,000 | D | \$ 60.04 | 268,038 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 72,500 | D | \$ 60.05 | 195,538 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.06 | 195,438 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.065 | 195,338 | D |
| | 06/24/2016 | S | 100 | D | \$ 60.07 | 195,238 | D |

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| | | | | | | | |
|--------------------------------|------------|---|-----|---|-----------|---------|---|
| Common stock, \$0.01 par value | | | | | | | |
| Common stock, \$0.01 par value | 06/24/2016 | S | 200 | D | \$ 60.08 | 195,038 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.09 | 194,938 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.11 | 194,838 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.12 | 194,738 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 100 | D | \$ 60.125 | 194,638 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 200 | D | \$ 60.14 | 194,438 | D |
| Common stock, \$0.01 par value | 06/24/2016 | S | 300 | D | \$ 60.145 | 194,138 | D |

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

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(9-02)

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(Instr. 3, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Option (right to buy) \$ 28.8628 06/24/2016 | M | | | | 02/15/2011 | 02/14/2018 | Common stock | 66,300 |
| Option (right to buy) \$ 28.1251 06/24/2016 | M | | | | 02/20/2012 | 02/19/2019 | Common stock | 38,940 |
| Option (right to buy) \$ 28.3122 06/24/2016 | M | | | | 02/19/2013 | 02/18/2020 | Common stock | 42,533 |
| Option (right to buy) \$ 24.2082 06/24/2016 | M | | | | 02/18/2014 | 02/17/2021 | Common stock | 38,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schumacher Laura J 1 N. WAUKEGAN ROAD NORTH CHICAGO, IL 60064 | | | Executive Vice President | |

Signatures

Steven L. Scrogam, attorney-in-fact for Laura J. Schumacher
06/28/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * 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).

Remarks:

These transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1(c).

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