

Michael Robert A.
Form 4
February 22, 2019

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Michael Robert A.

(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)
02/21/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common stock, \$0.01 par value	02/21/2019		A	2,353 (1)	A \$ 0 9,229	D	
Common stock, \$0.01 par value	02/21/2019		A	1,695 (2)	A \$ 0 10,924	D	
Common stock, \$0.01 par value	02/21/2019		A	1,710 (3)	A \$ 0 12,634	D	
Common stock, \$0.01	02/21/2019		A	1,485 (4)	A \$ 0 14,119	D	

par value

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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy) ⁽⁵⁾	\$ 79.02	02/21/2019		A		54,517		02/21/2020	02/20/2029	Common Stock	54,517

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michael Robert A. 1 N. WAUKEGAN ROAD NORTH CHICAGO, IL 60064			SVP, Chief Financial Officer	

Signatures

Steven L. Scrogam, attorney-in-fact for Robert A.
Michael

02/22/2019

__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).

Represents shares of AbbVie common stock issued under a performance share award granted to the reporting person on February 18, 2016. The award is subject to performance-vesting restrictions based on a relative return on equity measure. The performance-vesting

(1) 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, 2019.

(2)

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Represents shares of AbbVie common stock issued under a performance vesting restricted stock unit award granted to the reporting person on February 18, 2016. 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, 2019.

- (3) Represents shares of AbbVie common stock issued under a performance vesting restricted stock unit award granted to the reporting person on February 16, 2017. 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, 2019.

- (4) Represents shares of AbbVie common stock issued under a performance vesting restricted stock unit award granted to the reporting person on February 15, 2018. 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, 2019.

- (5) 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 exercisable in annual increments of 18,173 on February 21, 2020, 18,172 on February 21, 2021, and 18,172 on February 21, 2022.

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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