

AbbVie Inc.  
Form 4  
February 24, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
**ALBAN CARLOS**

(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)  
**02/20/2014**

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)

EVP, Commercial Operations

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock, \$0.01 par value  | 02/20/2014                           |  | A                              | (A)<br>47,260<br>(1)  | \$ 0 223,339  | D  |   |
| Common stock, \$0.01 par value  |                                      |  |                                |   | 40,442 (2)  | I  | Maria Cristina Alban 2007 Declaration of Trust        |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy) <sup>(3)</sup>       | \$ 51.42   | 02/20/2014                           |  | A                              | 81,500  | 02/20/2015 02/19/2024                                    | Common stock  | 81,500                     |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| ALBAN CARLOS<br>1 N. WAUKEGAN ROAD<br>NORTH CHICAGO, IL 60064 |               |           | EVP, Commercial Operations |       |

## Signatures

Steven L. Scrogam, attorney-in-fact for Carlos Alban 02/24/2014

\_\_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).

These securities represent performance vested restricted stock awards under the AbbVie 2013 Incentive Stock Program. The awards have a 5-year term, with no more than 1/3 of the award vesting in any one year upon AbbVie reaching a minimum return on equity target. The awards include the right to have stock withheld for tax purposes.

(1) Held in the Maria Christina Alban 2007 Declaration of Trust. The reporting person's spouse is trustee of the trust. The trust is revocable by his spouse. The reporting person disclaims beneficial ownership of these securities.

(2) 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 27,167 on 02/20/2015, 27,166 on 02/20/2016, and 27,167 on 02/20/2017.

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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