

AbbVie Inc.

Form 4

February 23, 2015

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

OMB
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(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)
02/19/2015

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 ____ Other (specify
below) below)

EVP, Commercial Operations

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	02/19/2015		A	51,580 (1)	A \$ 0 256,718	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Option (right to buy) ⁽³⁾	\$ 58.88	02/19/2015		A		101,960		02/19/2016	02/18/2025	Common stock	101,960

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALBAN CARLOS
1 N. WAUKEGAN ROAD
NORTH CHICAGO, IL 60064

EVP, Commercial Operations

Signatures

Steven L. Scrogam, attorney-in-fact for Carlos
Alban

02/23/2015

 **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
(1) 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.

(2) 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.

Employee stock option granted pursuant to the AbbVie 2013 Incentive Stock Program in a transaction exempt from Section 16 under
(3) Rule 16b-3. The option becomes exercisable in annual increments of 33,987 on 02/19/2016, 33,986 on 02/19/2017, and 33,987 on 02/19/2018.

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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