

Stewart Jeffrey Ryan
 Form 4
 February 22, 2019

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 *
 Stewart Jeffrey Ryan

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1 NORTH WAUKEGAN ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, US Commercial Operations

NORTH CHICAGO, IL 60064
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common stock, \$0.01 par value | 02/21/2019 | | A | | 5,062 <u>(1)</u> | A | \$ 0 46,135 D |
| Common stock, \$0.01 par value | 02/21/2019 | | A | | 3,645 <u>(2)</u> | A | \$ 0 49,780 D |
| Common stock, \$0.01 par value | 02/21/2019 | | A | | 3,909 <u>(3)</u> | A | \$ 0 53,689 D |
| Common stock, \$0.01 | 02/21/2019 | | A | | 2,970 <u>(4)</u> | A | \$ 0 56,659 D |

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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 8,567 on February 21, 2020, 8,566 on February 21, 2021, and 8,567 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.