

SALEKI-GERHARDT AZITA  
Form 4  
February 16, 2018

**FORM 4**

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

OMB APPROVAL

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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 \*  
SALEKI-GERHARDT AZITA

(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)  
02/15/2018

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)

SVP, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common stock, \$0.01 par value  | 02/15/2018                           |  | A                              |   | 7,080<br>(1) \$ 0   | D  |   |
| Common stock, \$0.01 par value  | 02/15/2018                           |  | A                              |   | 8,283<br>(2) \$ 0   | D  |   |
| Common stock, \$0.01 par value  | 02/15/2018                           |  | A                              |   | 7,170<br>(3) \$ 0   | D  |   |
| Common stock, \$0.01            |                                      |  |                                |   | 1,931 (4)   | I  | Profit Sharing  |

|                                |  |  |                      |   |  |           |
|--------------------------------|--|--|----------------------|---|--|-----------|
| par value                      |  |  |                      |   |  | Trust     |
| Common stock, \$0.01 par value |  |  | 3,873 <sup>(5)</sup> | I |  | By Spouse |

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 |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |        |
| Option (right to buy) <sup>(6)</sup>       | \$ 114.36  | 02/15/2018                           |  | A                              | 23,160  | 02/15/2019   | 02/14/2028  | Common Stock               | 23,160 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| SALEKI-GERHARDT AZITA<br>1 N. WAUKEGAN ROAD<br>NORTH CHICAGO, IL 60064 |               |           | SVP,<br>Operations |       |

## Signatures

|  |            |
|--|------------|
| Steven L. Scrogam, attorney-in-fact for Azita<br>Saleki-Gerhardt | 02/16/2018 |
| **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).
- (1) Represents shares of AbbVie common stock issued under a performance-vested 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

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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, 2018.

- (2) Represents shares of AbbVie common stock issued under a performance share award granted to the reporting person on February 16, 2017. The award is subject to performance-vesting restrictions based on adjusted earnings per share and relative total shareholder return measures. 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, 2018.

- (3) Represents shares of AbbVie common stock issued under a performance-vested 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, 2018.

- (4) Balance in the AbbVie Savings Program as of February 15, 2018.

- (5) The reporting person disclaims beneficial ownership of all securities held by her spouse.

- (6) 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 7,720 on February 15, 2019, 7,720 on February 15, 2020, and 7,720 on February 15, 2021.

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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