

AbbVie Inc.
Form 4
February 24, 2014

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 *
Schumacher Laura J

(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
X Officer (give title below) ___ Other (specify below)
EVP, Bus.Dev.,Ext.Aff.&GC

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, \$0.01 par value	02/20/2014		A		54,590 (1)	A	\$ 0
Common stock, \$0.01 par value	02/05/2014		G		3,125	D	\$ 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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) ⁽²⁾	\$ 51.42	02/20/2014		A	94,140	02/20/2015	02/19/2024	Common stock	94,140

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schumacher Laura J 1 N. WAUKEGAN ROAD NORTH CHICAGO, IL 60064			EVP, Bus.Dev.,Ext.Aff.&GC	

Signatures

Steven L. Scrogam, attorney-in-fact for Laura J. Schumacher
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).

(1) 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.

(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 31,380 on 02/20/2015, 31,380 on 02/20/2016, and 31,380 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. 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.