

AbbVie Inc.
Form 4
July 31, 2015

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 *
GONZALEZ RICHARD A

(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)
07/29/2015

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)
Chairman of the Board and CEO

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	06/03/2015		G	V	8,960	D	\$ 0
Common stock, \$0.01 par value	07/29/2015		M		65,000	A	\$ 35.88
Common stock, \$0.01 par value	07/29/2015		S		758	D	\$ 71

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Common stock, \$0.01 par value	07/29/2015	S	200	D	\$ 71.02	537,229	D
Common stock, \$0.01 par value	07/29/2015	S	1,300	D	\$ 71.03	535,929	D
Common stock, \$0.01 par value	07/29/2015	S	700	D	\$ 71.04	535,229	D
Common stock, \$0.01 par value	07/29/2015	S	100	D	\$ 71.045	535,129	D
Common stock, \$0.01 par value	07/29/2015	S	1,800	D	\$ 71.05	533,329	D
Common stock, \$0.01 par value	07/29/2015	S	2,300	D	\$ 71.06	531,029	D
Common stock, \$0.01 par value	07/29/2015	S	200	D	\$ 71.065	530,829	D
Common stock, \$0.01 par value	07/29/2015	S	2,124	D	\$ 71.07	528,705	D
Common stock, \$0.01 par value	07/29/2015	S	200	D	\$ 71.075	528,505	D
Common stock, \$0.01 par value	07/29/2015	S	2,800	D	\$ 71.08	525,705	D
Common stock, \$0.01 par value	07/29/2015	S	100	D	\$ 71.085	525,605	D
	07/29/2015	S	2,500	D	\$ 71.09	523,105	D

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Common stock, \$0.01 par value							
Common stock, \$0.01 par value	07/29/2015	S	200	D	\$ 71.095	522,905	D
Common stock, \$0.01 par value	07/29/2015	S	2,200	D	\$ 71.1	520,705	D
Common stock, \$0.01 par value	07/29/2015	S	100	D	\$ 71.105	520,605	D
Common stock, \$0.01 par value	07/29/2015	S	1,997	D	\$ 71.11	518,608	D
Common stock, \$0.01 par value	07/29/2015	S	200	D	\$ 71.115	518,408	D
Common stock, \$0.01 par value	07/29/2015	S	1,700	D	\$ 71.12	516,708	D
Common stock, \$0.01 par value	07/29/2015	S	100	D	\$ 71.125	516,608	D
Common stock, \$0.01 par value	07/29/2015	S	800	D	\$ 71.13	515,808	D
Common stock, \$0.01 par value	07/29/2015	S	500	D	\$ 71.14	515,308	D
Common stock, \$0.01 par value	07/29/2015	S	100	D	\$ 71.145	515,208	D
	07/29/2015	S	600	D	\$ 71.15	514,608	D

Common stock, \$0.01 par value

Common stock, \$0.01 par value

Common stock, \$0.01 par value

Common stock, \$0.01 par value

07/29/2015

S

500

D

\$ 71.155

514,108

D

07/29/2015

S

800

D

\$ 71.16

513,308

D

07/29/2015

S

100

D

\$ 71.165

513,208

D

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

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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)	Amount or Number of Shares
Option (right to buy) ⁽¹⁾	\$ 35.88	07/29/2015		M	65,000	02/15/2015 02/13/2023	Common stock	65,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GONZALEZ RICHARD A 1 N. WAUKEGAN ROAD	X		Chairman of the Board and CEO	

NORTH CHICAGO, IL 60064

Signatures

Steven L. Scrogam, attorney-in-fact for Richard A.
Gonzalez

07/31/2015

__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).
- (1) Employee stock option granted pursuant to the AbbVie 2013 Incentive Stock Program in a transaction exempt from Section 16 under Rule 16b-3.

Remarks:

Form 1 of 2. The July 29, 2015 transactions were made pursuant to a previously adopted plan complying with Rule 10b5-1.

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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