

AbbVie Inc.
Form 4
August 13, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
08/09/2013

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) 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common stock, \$0.01 par value	08/09/2013		M	5,700 A	\$ 22.9407	64,972	D
Common stock, \$0.01 par value	08/09/2013		M	2,158 A	\$ 24.0731	67,130	D
Common stock, \$0.01 par value	08/09/2013		M	1,734 A	\$ 34.7642	68,864	D

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Common stock, \$0.01 par value	08/09/2013	S	3,845	D	\$ 44.7793	65,019	D	
Common stock, \$0.01 par value	08/09/2013	F	2,618	D	\$ 45.06	62,401	D	
Common stock, \$0.01 par value	08/12/2013	M	6,842	A	\$ 24.0731	69,243	D	
Common stock, \$0.01 par value	08/12/2013	S	5,006	D	\$ 45.0074	64,237	D	
Common stock, \$0.01 par value						1,658 ⁽¹⁾	I	Profit sharing trust
Common stock, \$0.01 par value						110 ⁽²⁾	I	By spouse

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

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SEC 1474
(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)	
Option (right to buy)	\$ 22.9407	08/09/2013		M		5,700	02/17/2009 02/16/2016	Common stock 5,700

Option (right to buy)	\$ 24.0731	08/09/2013	M	2,158	02/18/2008	02/17/2015	Common stock	2,158
Option (right to buy)	\$ 34.7642	08/09/2013	M	1,734	03/08/2013	02/19/2014	Common stock	1,734
Option (right to buy) ⁽³⁾	\$ 45.06	08/09/2013	A	1,466	02/10/2014	02/19/2014	Common stock	1,466
Option (right to buy)	\$ 24.0731	08/12/2013	M	6,842	02/18/2008	02/17/2015	Common stock	6,842

Reporting Owners

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

Signatures

Steven L. Scrogam, attorney-in-fact for Azita Saleki-Gerhardt 08/13/2013

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) Balance in the AbbVie Savings Program as of August 9, 2013.
- (2) The reporting person disclaims beneficial ownership of all securities held by her spouse.
- (3) Employee stock option granted pursuant to the AbbVie 2013 Incentive Stock Program, including a replacement option feature, in a transaction exempt from Section 16 under Rule 16b-3.

Remarks:

These exercises were made pursuant to a previously adopted plan complying with Rule 10b5-1(c).

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.