

SALEKI-GERHARDT AZITA

Form 4

February 16, 2018

**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  
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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)

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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Operations

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 Indirect Beneficial Ownership (Instr. 4)
Common stock, \$0.01 par value	02/15/2018		A	7,080 (1)	A \$ 0 91,879	D	
Common stock, \$0.01 par value	02/15/2018		A	8,283 (2)	A \$ 0 100,162	D	
Common stock, \$0.01 par value	02/15/2018		A	7,170 (3)	A \$ 0 107,332	D	
Common stock, \$0.01					1,931 (4)	I	Profit Sharing

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SEC 1474  
(9-02)

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) <sup>(6)</sup>	\$ 114.36	02/15/2018		A		23,160		02/15/2019	02/14/2028	Common Stock	23,160

**Reporting Owner Name / Address**

## Director      10% Owner      Officer      Other

SALEKI-GERHARDT AZITA  
1 N. WAUKEGAN ROAD  
NORTH CHICAGO, IL 60064

## SVP, Operations

Steven L. Scroggum, attorney-in-fact for Azita Saleki-Gerhardt

02/16/2018

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

\* 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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