

Facebook Inc
Form 4
May 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Cox Christopher K

(Last) (First) (Middle)

C/O FACEBOOK, INC., 1601
WILLOW ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2017

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)
Chief Product Officer

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/15/2017		M		10,022 A \$ 0	D	
Class A Common Stock	05/15/2017		F		5,230 (1) D \$ 150.33	D	
Class A Common Stock	05/15/2017		M		8,254 A \$ 0	D	
Class A Common	05/15/2017		F		4,307 (1) D \$ 150.33	D	

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Stock								
Class A Common Stock	05/15/2017	C	<u>86,584</u> (2)	A	\$ 0	260,754	D	
Class A Common Stock	05/15/2017	F	<u>45,180</u> (1)	D	\$ 150.33	215,574	D	
Class A Common Stock	05/15/2017	C	<u>11,370</u> (2)	A	\$ 0	226,944	D	
Class A Common Stock	05/15/2017	F	<u>5,933</u> (1)	D	\$ 150.33	221,011	D	
Class A Common Stock	05/15/2017	C	<u>34,122</u> (2)	A	\$ 0	255,133	D	
Class A Common Stock	05/15/2017	F	<u>17,805</u> (1)	D	\$ 150.33	237,328	D	
Class A Common Stock						76,945	I	By Christopher K. Cox Revocable Trust ⁽³⁾
Class A Common Stock						28,816	I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009 <u>(4)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	(5)	05/15/2017		M			10,022	(6)	03/16/2024	Class A Common Stock	10,022
Restricted Stock Units (RSU) (Class A)	(5)	05/15/2017		M			8,254	(7)	03/15/2025	Class A Common Stock	8,254
Restricted Stock Unit (RSU) (Class B)	(8)	05/15/2017		M			86,584	(9)	08/25/2020	Class B Common Stock (10)	86,584
Class B Common Stock (10)	(10)	05/15/2017		M			86,584	(10)	(10)	Class A Common Stock	86,584
Class B Common Stock (10)	(10)	05/15/2017		C			86,584 (11)	(10)	(10)	Class A Common Stock	86,584
Restricted Stock Unit (RSU) (Class B)	(8)	05/15/2017		M			11,370	(12)	08/25/2019	Class B Common Stock (10)	11,370
Class B Common Stock (10)	(10)	05/15/2017		M			11,370	(10)	(10)	Class A Common Stock	11,370
Class B Common Stock (10)	(10)	05/15/2017		C			11,370 (11)	(10)	(10)	Class A Common Stock	11,370
Restricted Stock Unit (RSU) (Class B)	(8)	05/15/2017		M			34,122	(7)	05/02/2022	Class B Common Stock (10)	34,122
Class B Common Stock (10)	(10)	05/15/2017		M			34,122	(10)	(10)	Class A Common Stock	34,122

