

Facebook Inc
Form 4
October 31, 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 *
Koum Jan

(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)
10/30/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	10/30/2014		G	V	3,817,873	D	\$ 0 57,403,843
Class A Common Stock	10/30/2014		G	V	3,817,873	A	\$ 0 3,817,873

By Jan Koum, Trustee Of The Butterfly Trust U/A/D 1/20/2004 (1)
Jan Koum, Trustee of The Jan

									Koum Trust III U/A/D 10/9/2014 <u>(2)</u>
Class A Common Stock	10/30/2014		G ⁽³⁾ V	7,500,000	D	\$ 0	61,221,716	I	By Jan Koum, Trustee Of The Butterfly Trust U/A/D 1/20/2004 <u>(1)</u>
Class A Common Stock							3,817,873	I	By Jan Koum, Trustee Of The Jan Koum Trust I U/A/D 4/29/2014 <u>(4)</u>
Class A Common Stock							3,817,873	I	By Jan Koum, Trustee Of The Jan Koum Trust II U/A/D 8/5/2014 <u>(5)</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.

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Koum Jan C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025		X		

Signatures

/s/ Michael Johnson, as attorney-in-fact for Jan Koum 10/31/2014

__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) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
- (2) Shares held of record by Jan Koum, Trustee of the Jan Koum Trust III U/A/D 10/9/2014.
Represents shares of Class A Common Stock that were donated as a gift to Silicon Valley Community Foundation ("SVCF"). The
- (3) reporting person does not exercise voting or investment control, directly or indirectly, over SVCF or any of its affiliates, or over the donated shares following this transfer.
- (4) Shares held of record by Jan Koum, Trustee of the Jan Koum Trust I U/A/D 4/29/2014.
- (5) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.

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.