Facebook Inc Form 4 October 18, 2016

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

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Sandberg Sheryl

2. Issuer Name and Ticker or Trading

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

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5. Relationship of Reporting Person(s) to Issuer Symbol Facebook Inc [FB] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner X_ Officer (give title _ Other (specify C/O FACEBOOK, INC., 1601 10/15/2016 below) below) WILLOW ROAD Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MENLO PARK, CA 94025 Person

(City)	(State)	(Zip) 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. SecuritionDisposed (Instr. 3, 4	of (D)		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	10/15/2016		C	74,940 (1)	A	\$ 0	4,215,948	D	
Class A Common Stock	10/17/2016		S	38,704 (2)	D	\$ 127.9224 (3)	4,177,244	D	
Class A Common Stock	10/17/2016		S	400 (2)	D	\$ 128.4275 (4)	4,176,844	D	
Class A Common	10/18/2016		С	52,404 (5)	A	\$ 10.388	4,229,248	D	

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Stock							
Class A Common Stock	10/18/2016	S(6)	42,705	D	\$ 128.7041 <u>(7)</u>	4,186,543	D
Class A Common Stock	10/18/2016	S(6)	9,699	D	\$ 129.1826 (8)	4,176,844	D
Class A Common Stock	10/18/2016	S(6)	43,153	D	\$ 128.6762 (9)	4,133,691	D
Class A Common Stock	10/18/2016	S(6)	13,443	D	\$ 129.1609 (10)	4,120,248	D

Class A
Common 23,824 I
Stock

By Sheryl K.
Sandberg, Trustee
of the
Sandberg-Goldberg
Family Trust Dated
September 3, 2004
(11)

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. Transactio Code (Instr. 8)	5. Number of tiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		d of		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit (RSU) (Class B)	<u>(12)</u>	10/15/2016		M		74,940	(13)	03/24/2021	Class B Common Stock (14)	
Class B Common Stock (14)	(14)	10/15/2016		M	74,940		(14)	<u>(14)</u>	Class A Common Stock	74,9

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Class B Common Stock (14)	(14)	10/15/2016	С	74,940 (15)	(14)	(14)	Class A Common Stock	74,9
Stock Option (Right to Buy Class B Common Stock)	\$ 10.388	10/18/2016	M	52,404	<u>(16)</u>	07/22/2020	Class B Common Stock (14)	52,4
Class B Common Stock (14)	<u>(14)</u>	10/18/2016	M	52,404	(14)	<u>(14)</u>	Class A Common Stock	52,4
Class B Common Stock (14)	<u>(14)</u>	10/18/2016	С	52,404 (15)	(14)	(14)	Class A Common Stock	52,4

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		Chief Operating Officer			

Signatures

/s/ Michael Johnson as attorney-in-fact for Sheryl K.
Sandberg

**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) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the Restricted Stock Units ("RSUs") listed in Table II.
- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.38 to \$128.37 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.41 to \$128.45 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate

Reporting Owners 3

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price within the range set forth in this footnote.

- (5) Represents the number of shares that were acquired upon the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock option listed in Table II.
- (6) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.11 to \$129.10 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.11 to \$129.39 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.06 to \$129.055 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.06 to \$129.38 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.
- (12) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (13) The RSUs vest as to 1/16th of the total shares quarterly, beginning on January 15, 2014, subject to continued service through each vesting date.
- (14) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares, and has no expiration date.
- (15) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (16) The option vests as to 1/48th of the total shares monthly, beginning on May 1, 2013, subject to continued service through each vesting

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