Facebook Inc Form 4 September 08, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations

may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cox Christopher K			2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O FACEBOOK, INC., 1601 WILLOW ROAD			(Month/Day/Year) 09/08/2014	Director 10% Owner Selection Other (specification) Chief Product Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MENLO PARK, CA 94025			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I Non Denivative Securities Acc	guired Disposed of an Panaficially Owner			

(City)	(State)	(Zip) Tab	I - Non-Derivative Securities Acq	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	4. Securities Acquired fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (A) or	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	09/08/2014		Code V Amount (D) Price $S_{(1)}^{(1)} = 5,437$ D $T_{(2)}^{(2)} = 77.27$	574,851	D	
Class A Common Stock				103,595	I	By Christopher K. Cox Revocable Trust (2)
Class A Common Stock				28,816	I	By Remainder Interest Trust

Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009 (3)

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)	4. Transact Code (Instr. 8)	5. SorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr
			Code V	4, and 3)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	

Cox Christopher K

1601 WILLOW ROAD MENLO PARK, CA 94025

C/O FACEBOOK, INC.

Chief Product Officer

Other

Signatures

/s/ Michael Johnson attorney-in-fact for Christopher K. Cox 09/08/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
 - Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra
- (3) Vichit-Vadakan, Trustee, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

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.