

Facebook Inc
Form 4
February 17, 2017

FORM 4

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

OMB APPROVAL

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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)
02/15/2017

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 or Price		
Class A Common Stock	02/15/2017		C		86,584 (1)	A	\$ 0 240,522 D
Class A Common Stock	02/15/2017		F		45,180 (2)	D	\$ 133.85 195,342 D
Class A Common Stock	02/15/2017		C		11,370 (1)	A	\$ 0 206,712 D
Class A Common	02/15/2017		F		5,933 (2)	D	\$ 133.85 200,779 D

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Stock									
Class A Common Stock	02/15/2017		C	34,122 <u>(1)</u>	A	\$ 0	234,901	D	
Class A Common Stock	02/15/2017		F	17,805 <u>(2)</u>	D	\$ 133.85	217,096	D	
Class A Common Stock	02/15/2017		M	10,023	A	\$ 0	227,119	D	
Class A Common Stock	02/15/2017		F	5,231 <u>(2)</u>	D	\$ 133.85	221,888	D	
Class A Common Stock							76,945	I	By Christopher K. Cox Revocable Trust <u>(3)</u>
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.

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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 of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Num of Sh
Restricted Stock Unit (RSU) (Class B)	<u>(5)</u>	02/15/2017	M	86,584	<u>(6)</u>	08/25/2020	Class B Common Stock <u>(7)</u>	86,584
Class B Common Stock <u>(7)</u>	<u>(7)</u>	02/15/2017	M	86,584	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	86,584
Class B Common Stock <u>(7)</u>	<u>(7)</u>	02/15/2017	C	86,584 <u>(8)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	86,584
Restricted Stock Unit (RSU) (Class B)	<u>(5)</u>	02/15/2017	M	11,370	<u>(9)</u>	08/25/2019	Class B Common Stock <u>(7)</u>	11,370
Class B Common Stock <u>(7)</u>	<u>(7)</u>	02/15/2017	M	11,370	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	11,370
Class B Common Stock <u>(7)</u>	<u>(7)</u>	02/15/2017	C	11,370 <u>(8)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	11,370
Restricted Stock Unit (RSU) (Class B)	<u>(5)</u>	02/15/2017	M	34,122	<u>(10)</u>	05/02/2022	Class B Common Stock <u>(7)</u>	34,122
Class B Common Stock <u>(7)</u>	<u>(7)</u>	02/15/2017	M	34,122	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	34,122
Class B Common Stock <u>(7)</u>	<u>(7)</u>	02/15/2017	C	34,122 <u>(8)</u>	<u>(7)</u>	<u>(7)</u>	Class A Common Stock	34,122
Restricted Stock Units (RSU) (Class A)	<u>(11)</u>	02/15/2017	M	10,023	<u>(12)</u>	03/16/2024	Class A Common Stock	10,023

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Christopher K C/O FACEBOOK, INC.			Chief Product Officer	

1601 WILLOW ROAD
MENLO PARK, CA 94025

Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher
K. Cox

02/15/2017

__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.
 - (2) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
 - (3) 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 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.
 - (4) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
 - (5) The RSUs vest as to 1/16th of the total number of shares quarterly, beginning on August 15, 2013, subject to continued service through each vesting date.
 - (6) 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.
 - (7) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
 - (8) The RSUs vest as to 1/48 of the total number of shares monthly, beginning on September 1, 2013, subject to continued service through each vesting date.
 - (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.
 - (10) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
 - (11) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.
 - (12)

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.