

Wehner David M.
Form 4
August 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 *
Wehner David M.

(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)

08/15/2017

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 Financial 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/15/2017		M		5,370 A \$ 0	D	62,581
Class A Common Stock	08/15/2017		F		2,803 (1) D \$ 170.75	D	59,778
Class A Common Stock	08/15/2017		M		10,023 A \$ 0	D	69,801
Class A Common	08/15/2017		F		5,231 (1) D \$ 170.75	D	64,570

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Stock								
Class A Common Stock	08/15/2017		M	9,905	A	\$ 0	74,475	D
Class A Common Stock	08/15/2017		F	<u>5,169</u> (1)	D	\$ 170.75	69,306	D
Class A Common Stock	08/15/2017		M	8,432	A	\$ 0	77,738	D
Class A Common Stock	08/15/2017		F	<u>4,400</u> (1)	D	\$ 170.75	73,338	D
Class A Common Stock	08/15/2017		M	9,426	A	\$ 0	82,764	D
Class A Common Stock	08/15/2017		F	<u>4,919</u> (1)	D	\$ 170.75	77,845	D

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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	<u>(2)</u>	08/15/2017		M	5,370	<u>(3)</u>	05/05/2023	Class A Common Stock	5,370
Restricted Stock	<u>(2)</u>	08/15/2017		M	10,023	<u>(4)</u>	03/16/2024	Class A Common	10,023

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- (6) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2016, subject to continued service through each vesting date.
- (7) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following February 15, 2017, subject to continued service through each vesting date.

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.