Facebook Inc
Form 4
May 01, 2015

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
04/29/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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	(A) or (D)	Price			
Class A Common Stock	02/11/2015		G[(1)]	V	3,442,873	D	$ 0	57,637,354	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 [(2)]
Class A Common Stock	02/11/2015		G[(1)]	V	3,442,873	A	$ 0	3,442,873	I	By Jan Koum and BNY Mellon Trust of

									Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 (3)
Class A Common Stock	04/29/2015		J(4)	3,676,384	D	$ 80.455	141,489	I	By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 (5)
Class A Common Stock	04/29/2015		J(4)	3,676,384	A	$ 80.455	61,313,738	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (2)
Class A Common Stock	04/29/2015		G(6)	V 3,500,000	D	$ 0	57,813,738	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (2)
Class A Common Stock	04/29/2015		G(6)	V 3,500,000	A	$ 0	3,500,000	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 (7)
Class A Common Stock							141,489	I	By Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 (8)
Class A Common							3,817,873	I	By Jan Koum,

Stock	Trustee of The Jan Koum Trust III U/A/D 10/9/2014 (9)

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. 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	05/01/2015
**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)

On February 11, 2015, Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 contributed 3,442,873 shares of Class A common stock to Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015, a grantor retained annuity trust for the benefit of the reporting holder.

(2) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.

(3) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015.

(4) Represents the transfer of shares from Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 to Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004. This transaction represents a substitution of assets between the trusts, and the reporting person remains the beneficial owner of all of the shares after the transfer.

(5) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.

(6) On April 29, 2015, Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 contributed 3,500,000 shares of Class A common stock to Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015, a grantor retained annuity trust for the benefit of the reporting holder.

(7) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.

(8) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014.

(9) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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