

Facebook Inc
Form 4
May 17, 2016

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 *
Sandberg Sheryl

(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)
05/15/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	05/15/2016		C		43,193 (1)	A	\$ 0 4,886,941 D
Class A Common Stock	05/15/2016		C		13,029 (1)	A	\$ 0 4,899,970 D
Class A Common Stock	05/16/2016		S		21,153 (2)	D	\$ 117.9748 (3) 4,878,817 D
Class A Common	05/16/2016		S		7,285 (2)	D	\$ 118.6032 4,871,532 D

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Stock (4)
 Class A \$
 Common 05/16/2016 S 900 (2) D 119.4233 4,870,632 D
 Stock (5)

Class A
 Common 23,824 I
 Stock

By Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004 (6)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit (RSU) (Class B)	(7)	05/15/2016		M	43,193	(8) 05/02/2022	Class B Common Stock (9)	43,
Class B Common Stock (9)	(9)	05/15/2016		M	43,193	(9) (9)	Class A Common Stock	43,
Class B Common Stock (9)	(9)	05/15/2016		C	43,193 (10)	(9) (9)	Class A Common Stock	43,
Restricted Stock Unit (RSU) (Class B)	(11)	05/15/2016		M	13,029	(12) 03/16/2024	Class B Common Stock (9)	13,
Class B Common Stock (9)	(9)	05/15/2016		M	13,029	(9) (9)	Class A Common Stock	13,

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- (12) 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.

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.