Facebook Inc Form 4 May 16, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sandberg Sheryl	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	Facebook Inc [FB]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	X Director 10% Owner			
C/O FACEBOOK, INC., 1601	05/12/2016	_X_ Officer (give title Other (specify below) Chief Operating Officer			
WILLOW ROAD					
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line)			
MENI O DADIZ CA 04025		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MENLO PARK, CA 94025		Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Seci	ırities Acquir	ed, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	05/12/2016		С	52,404 (1)	A	\$ 10.388	4,952,748	D	
Class A Common Stock	05/12/2016		S(2)	24,602	D	\$ 119.464 (3)	4,928,146	D	
Class A Common Stock	05/12/2016		S(2)	27,802	D	\$ 120.3034 (4)	4,900,344	D	
Class A Common	05/12/2016		S(2)	26,029	D	\$ 119.4536	4,874,315	D	

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Stock			(5)			
Class A Common 05/12/2016 Stock	S(2)	30,567 Г	\$ D 120.2947 (6)	7 4,843,748	D	
Class A						By Sheryl K. Sandberg, Trustee of the
Common Stock				23,824	I	Sandberg-Goldberg Family Trust Dated

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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September 3, 2004

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 orDerivative 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 Securitic (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy Class B Common Stock)	\$ 10.388	05/12/2016		M		52,404	<u>(8)</u>	07/22/2020	Class B Common Stock (9)	52,4
Class B Common Stock (9)	<u>(9)</u>	05/12/2016		M	52,404		<u>(9)</u>	(9)	Class A Common Stock	52,4
Class B Common Stock (9)	<u>(9)</u>	05/12/2016		C		52,404 (10)	<u>(9)</u>	<u>(9)</u>	Class A Common Stock	52,4

Reporting Owners

Relationships

Reporting Owner Name / Address

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Director 10% Owner Officer Other

Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025

Chief Operating Officer

Signatures

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg

05/16/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

X

- ** 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 the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock options listed in Table II.
- (2) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.93 to \$119.92 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.93 to \$120.785 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.92 to \$119.91 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.92 to \$120.80 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.
- (8) The option vests as to 1/48th of the total shares monthly, beginning on May 1, 2013, subject to continued service through each vesting date.
- (9) 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.
- (10) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

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.

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