Facebook Inc Form 4 February 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Wehner David M.

(First) (Middle)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

(Street)

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 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

MENLO PARK, CA 94025

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit corr Dispos (Instr. 3,	ed of		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)	
Class A Common Stock	02/15/2017		M	5,370	A	\$ 0	84,823	D		
Class A Common Stock	02/15/2017		F	2,036 (1)	D	\$ 133.85	82,787	D		
Class A Common Stock	02/15/2017		M	10,023	A	\$ 0	92,810	D		
Class A Common	02/15/2017		F	4,924 (1)	D	\$ 133.85	87,886	D		

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Stock							
Class A Common Stock	02/15/2017	M	9,905	A	\$ 0	97,791	D
Class A Common Stock	02/15/2017	F	5,169 (1)	D	\$ 133.85	92,622	D
Class A Common Stock	02/15/2017	M	8,432	A	\$ 0	101,054	D
Class A Common Stock	02/15/2017	F	4,400 (1)	D	\$ 133.85	96,654	D

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

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(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. Transactic 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 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)	(2)	02/15/2017		M		5,370	(3)	05/05/2023	Class A Common Stock	5,370
Restricted Stock Units (RSU) (Class A)	(2)	02/15/2017		M		10,023	<u>(4)</u>	03/16/2024	Class A Common Stock	10,023
Restricted Stock Units	(2)	02/15/2017		M		9,905	(5)	03/15/2025	Class A Common Stock	9,905

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(RSU) (Class A)

Restricted

 Stock
 Class A

 Units
 (2)
 02/15/2017
 M
 8,432
 (6)
 03/14/2026
 Common 8,432

 (RSU)
 Stock

(Class A)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wehner David M. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025

Chief Financial Officer

Signatures

/s/ Michael Johnson as attorney-in-fact for David M. 02/16/2017 Wehner

**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).
- Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding (1) and remittance obligations in connection with the net settlement of the Restricted Stock Units ("RSUs") listed in Table II and does not represent a sale by the reporting person.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (3) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafer, subject to continued service through each vesting date.
- (4) The RSUs vest as to 1/16th of the total shares on May 15, 2016 and then an additional 1/16th of the total shares vest quarterly thereafer, subject to continued service through each vesting date.
- (5) The RSUs vest as to 1/5th of the total shares on February 15, 2016, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.
- (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.

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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