

Facebook Inc  
 Form 4  
 February 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 \*  
 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)  
 01/20/2017

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)
Class A Common Stock	01/20/2017		G V	2,850,200 (1) D \$ 0	0	D	
Class A Common Stock	01/20/2017		G V	2,850,200 (1) A \$ 0	2,850,200	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 200
	02/15/2017		C	43,193 (3) A \$ 0	2,893,393	I	(2)

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Class A  
Common  
Stock

By Sheryl K.  
Sandberg, Trustee  
of Sheryl K.  
Sandberg  
Revocable Trust  
UTA dated  
September 3, 200  
(2)

Class A  
Common Stock 02/15/2017 F 22,539 <sup>(4)</sup> D \$ 133.85 2,870,854 I

By Sheryl K.  
Sandberg, Trustee  
of Sheryl K.  
Sandberg  
Revocable Trust  
UTA dated  
September 3, 200  
(2)

Class A  
Common Stock 02/15/2017 M 13,029 A \$ 0 2,883,883 I

By Sheryl K.  
Sandberg, Trustee  
of Sheryl K.  
Sandberg  
Revocable Trust  
UTA dated  
September 3, 200  
(2)

Class A  
Common Stock 02/15/2017 F 6,799 <sup>(4)</sup> D \$ 133.85 2,877,084 I

By Sheryl K.  
Sandberg, Trustee  
of Sheryl K.  
Sandberg  
Revocable Trust  
UTA dated  
September 3, 200  
(2)

Class A  
Common Stock 02/16/2017 C 157,212 <sup>(5)</sup> A \$ 0 3,034,296 I

By Sheryl K.  
Sandberg, Trustee  
of Sheryl K.  
Sandberg  
Revocable Trust  
UTA dated  
September 3, 200  
(2)

Class A  
Common Stock 02/16/2017 S<sup>(6)</sup> 157,212 D \$ 133.3889 <sup>(7)</sup> 2,877,084 I

By Sheryl K.  
Sandberg, Trustee  
of Sheryl K.  
Sandberg  
Revocable Trust  
UTA dated  
September 3, 200  
(2)

Class A Common Stock	02/16/2017	\$ <sup>(6)</sup>	169,788	D	\$ 133.3889 <u>(7)</u>	2,707,296	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2017 <u>(2)</u>
Class A Common Stock						23,824	I	By Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2017 <u>(8)</u>

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. 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)
					(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (RSU) (Class B)	<u>(9)</u>	02/15/2017		M	43,193	<u>(10)</u> 05/02/2022	Class B Common Stock <u>(11)</u>
Class B Common Stock	<u>(11)</u>	02/15/2017		M	43,193	<u>(11)</u> <u>(11)</u>	Class A Common Stock
Class B Common Stock	<u>(11)</u>	02/15/2017		C	43,193 <u>(12)</u>	<u>(11)</u> <u>(11)</u>	Class A Common Stock
Restricted Stock Units (RSU) (Class A)	<u>(13)</u>	02/15/2017		M	13,029	<u>(14)</u> 03/16/2024	Class A Common Stock

Stock Option (Right to Buy Class B Common Stock)	\$ 10.388	02/16/2017	M	157,212	(15)	07/22/2020	Class B Common Stock (11)
Class B Common Stock	(11)	02/16/2017	M	157,212	(11)	(11)	Class A Common Stock
Class B Common Stock	(11)	02/16/2017	C	157,212 (12)	(11)	(11)	Class A Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		Chief Operating Officer	

## Signatures

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg  
02/17/2017

\*\*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) In connection with certain estate planning transfers, the reporting person transferred all shares to Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
- (2) Shares held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
- (3) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the restricted stock units (the "RSUs") listed in Table II.
- (4) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (5) 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 option listed in Table II.
- (6) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.05 to \$133.84 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.
- (8) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.
- (9) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2014, subject to continued service through each vesting date.
- (11) 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.
- (12) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (13) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (14) 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.
- (15) 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. In connection with certain estate planning transfers, the reporting person transferred all shares underlying the option, which shares were vested as of the date of transfer, to Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
- (16) Options held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.

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.