

Cox Christopher K
 Form 4
 May 17, 2018

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 *
 Cox Christopher K

(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)
 05/15/2018

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 below) ___ Other (specify below)

Chief Product 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

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	05/15/2018		M		26,847 A \$ 0	134,975	D
Class A Common Stock	05/15/2018		F		13,311 (1) D \$ 186.64	121,664	D
Class A Common Stock	05/15/2018		M		10,022 A \$ 0	131,686	D
Class A Common	05/15/2018		F		4,969 (1) D \$ 186.64	126,717	D

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Stock									
Class A Common Stock	05/15/2018		M	8,254	A	\$ 0	134,971	D	
Class A Common Stock	05/15/2018		F	<u>4,093</u> ⁽¹⁾	D	\$ 186.64	130,878	D	
Class A Common Stock	05/15/2018		C	<u>34,122</u> ⁽²⁾	A	\$ 0	165,000	D	
Class A Common Stock	05/15/2018		F	<u>16,918</u> ⁽¹⁾	D	\$ 186.64	148,082	D	
Class A Common Stock							200,000	I	By Christopher K. Cox 2017 Annuity Trust ⁽³⁾
Class A Common Stock							28,816	I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009 ⁽⁴⁾

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Num of Sh
Restricted Stock Units (RSU) (Class A)	<u>(5)</u>	05/15/2018	M	26,847	<u>(6)</u>	05/05/2023	Class A Common Stock	26,847
Restricted Stock Units (RSU) (Class A)	<u>(5)</u>	05/15/2018	M	10,022	<u>(7)</u>	03/16/2024	Class A Common Stock	10,022
Restricted Stock Units (RSU) (Class A)	<u>(5)</u>	05/15/2018	M	8,254	<u>(8)</u>	03/15/2025	Class A Common Stock	8,254
Restricted Stock Unit (RSU) (Class B)	<u>(9)</u>	05/15/2018	M	34,122	<u>(8)</u>	05/02/2022	Class B Common Stock <u>(10)</u>	34,122
Class B Common Stock <u>(10)</u>	<u>(10)</u>	05/15/2018	M	34,122	<u>(10)</u>	<u>(10)</u>	Class A Common Stock	34,122
Class B Common Stock <u>(10)</u>	<u>(10)</u>	05/15/2018	C	34,122 <u>(11)</u>	<u>(10)</u>	<u>(10)</u>	Class A Common Stock	34,122

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Product Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher K. Cox 05/17/2018

**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).

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- (1) 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.
- (2) 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 RSUs listed in Table II.
- (3) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.
Shares held of record by Visra Vichit-Vadakan, Trustee of the Remainder Interest Trust under the Christopher K. Cox 2009 Annuity Trust u/a/d 5/29/2009, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (4) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (5) The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2017, subject to continued service through each vesting date.
- (6) 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.
- (7) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (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.

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