Cox Christopher K Form 4 September 06, 2018

FORM 4

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

OMB Number: 3235-0287

Form filed by More than One Reporting

Person

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cox Christopher K			Symbol Facebook Inc [FB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O FACEBOOK, INC., 1601 WILLOW ROAD			(Month/Day/Year) 09/04/2018	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Product Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

MENLO PARK, CA 94025

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	curities Acqui	red, Disposed of	, or Beneficia	lly 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. Securionor Dispo (Instr. 3,	sed of		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)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115117-1)	
Class A Common Stock	09/04/2018		S <u>(1)</u>	300	D	\$ 169.9033 (2)	134,737	D	
Class A Common Stock	09/04/2018		S <u>(1)</u>	4,125	D	\$ 171.1514 (3)	130,612	D	
Class A Common Stock	09/04/2018		S <u>(1)</u>	600	D	\$ 171.9033 (4)	130,012	D	
Class A Common	09/04/2018		S <u>(1)</u>	275	D	\$ 173.3591	129,737	D	

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Stock (5)

Class A Common Stock

200,000

I

Christopher K. Cox 2017
Annuity
Trust (6)

By

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

of

Shares

9. Nu

Deriv

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if		5. onNumber	6. Date Exerc Expiration D	ate	Amou		8. Price of Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities	Securities		(Instr.	. 3 and 4)	
	Security			Acquired						
					(A) or					
					Disposed					
				of (D)						
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title	Number	

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

Code V (A) (D)

Signatures

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

09/06/2018

**Signature of Reporting Person

Date

Reporting Owners 2

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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$169.46 to \$170.13 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 written 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 \$170.64 to \$171.55 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 written 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 \$171.75 to \$171.98 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 written 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 \$173.25 to \$173.48 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.

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.