FISCHER DAVID B.
Form 4
November 19, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FISCHER DAVID B.

(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)
11/15/2018

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)
VP Bus. & Marketing P'ships

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	11/15/2018		M		15,035	A	$ 0	50,500	D	
Class A Common Stock	11/15/2018		F		7,455 (1)	D	$ 144.22	43,045	D	
Class A Common Stock	11/15/2018		M		6,515	A	$ 0	49,560	D	
Class A Common	11/15/2018		F		3,231 (1)	D	$ 144.22	46,329	D	

Stock										
Class A Common Stock	11/15/2018		M		6,191	A	$ 0	52,520	D	
Class A Common Stock	11/15/2018		F		3,070 (1)	D	$ 144.22	49,450	D	
Class A Common Stock	11/15/2018		C		18,789 (2)	A	$ 0	68,239	D	
Class A Common Stock	11/15/2018		F		9,316 (1)	D	$ 144.22	58,923	D	

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

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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 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units (RSU) (Class A)	(3)	11/15/2018		M			15,035	(4)	05/05/2023	Class A Common Stock	15,0
Restricted Stock Units (RSU) (Class A)	(3)	11/15/2018		M			6,515	(5)	03/16/2024	Class A Common Stock	6,5
Restricted Stock Units (RSU) (Class A)	(3)	11/15/2018		M			6,191	(6)	03/15/2025	Class A Common Stock	6,1

Restricted Stock Unit (RSU) (Class B)	(7)	11/15/2018	M		18,789	(8)	05/02/2022	Class B Common Stock (9)	18,
Class B Common Stock (9)	(9)	11/15/2018	M	18,789		(9)	(9)	Class A Common Stock	18,
Class B Common Stock (9)	(9)	11/15/2018	C		18,789 (10)	(9)	(9)	Class A Common Stock	18,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISCHER DAVID B. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP Bus. & Marketing P'ships	

Signatures

/s/ Michael Johnson as attorney-in-fact for David Fischer	11/19/2018
**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).

(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 Restricted Stock Units ("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) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

(4) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2014, subject to continued service through each vesting date.

(5) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2016, 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, 2017, subject to continued service through each vesting date.

(7) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

(8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2015, 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.
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Explanation of Responses: