

Facebook Inc
Form 4
June 17, 2014

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)
06/15/2014

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 or Price		
Class A Common Stock	06/15/2014		C		9,375 (1)	A	\$ 0 584,226 D
Class A Common Stock	06/16/2014		S		4,892 (2)	D	\$ 64.0087 (3) 579,334 D
Class A Common Stock	06/16/2014		C		9,375 (4)	A	\$ 0 588,709 D
Class A Common	06/16/2014		S(5)		9,375	D	\$ 64.17 579,334 D

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Stock

Class A
Common
Stock

144,224 I

By the
Christopher
K. Cox
Revocable
Trust ⁽⁶⁾

Class A
Common
Stock

29,216 I

By the
Christopher
K. Cox
2009
Annuity
Trust ⁽⁷⁾

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit (RSU)	⁽⁸⁾	06/15/2014		M	9,375	⁽⁹⁾ 08/25/2019	Class B Common Stock ⁽¹⁰⁾	9,375
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	06/15/2014		M	9,375	⁽¹⁰⁾ ⁽¹⁰⁾	Class A Common Stock	9,375
Class B Common Stock ⁽¹⁰⁾	⁽¹⁰⁾	06/15/2014		C	9,375 ⁽¹¹⁾	⁽¹⁰⁾ ⁽¹⁰⁾	Class A Common Stock	9,375
Stock Option (Right to Buy Class B Common	\$ 2.954	06/16/2014		M	9,375	⁽¹²⁾ 08/18/2019	Class B Common Stock ⁽¹⁰⁾	9,375

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- (11) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (12) The option vested as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.

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