

Wehner David M.
Form 4
August 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 *
Wehner David M.

(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)

08/15/2017

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 Financial 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	08/15/2017		M		5,370 A \$ 0 62,581	D	
Class A Common Stock	08/15/2017		F		2,803 (1) D \$ 170.75 59,778	D	
Class A Common Stock	08/15/2017		M		10,023 A \$ 0 69,801	D	
Class A Common	08/15/2017		F		5,231 (1) D \$ 170.75 64,570	D	

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Stock								
Class A Common Stock	08/15/2017		M	9,905	A	\$ 0	74,475	D
Class A Common Stock	08/15/2017		F	<u>5,169</u> (1)	D	\$ 170.75	69,306	D
Class A Common Stock	08/15/2017		M	8,432	A	\$ 0	77,738	D
Class A Common Stock	08/15/2017		F	<u>4,400</u> (1)	D	\$ 170.75	73,338	D
Class A Common Stock	08/15/2017		M	9,426	A	\$ 0	82,764	D
Class A Common Stock	08/15/2017		F	<u>4,919</u> (1)	D	\$ 170.75	77,845	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU) (Class A)	<u>(2)</u>	08/15/2017		M	5,370	<u>(3)</u>	05/05/2023	Class A Common Stock	5,370
Restricted Stock	<u>(2)</u>	08/15/2017		M	10,023	<u>(4)</u>	03/16/2024	Class A Common	10,023

Units (RSU) (Class A)								Stock	
Restricted Stock Units (RSU) (Class A)	(2)	08/15/2017	M	9,905	(5)	03/15/2025	Class A Common Stock	9,905	
Restricted Stock Units (RSU) (Class A)	(2)	08/15/2017	M	8,432	(6)	03/14/2026	Class A Common Stock	8,432	
Restricted Stock Units (RSU) (Class A)	(2)	08/15/2017	M	9,426	(7)	03/14/2027	Class A Common Stock	9,426	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehner David M. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Financial Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for David M. Wehner

08/17/2017

__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) 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") listed in Table II and does not represent a sale by the reporting person.
 - (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
 - (3) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
 - (4) The RSUs vest as to 1/16th of the total shares on May 15, 2016 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
 - (5) The RSUs vest as to 1/5th of the total shares on February 15, 2016, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.

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- (6) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2016, subject to continued service through each vesting date.
- (7) The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following February 15, 2017, subject to continued service through each vesting date.

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.