Stretch Colin
Form 4
February 20, 2018

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stretch Colin

(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)
02/15/2018

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 and General Counsel

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	02/15/2018		M		8,018	A	$ 0	89,814	D	
Class A Common Stock	02/15/2018		F		3,096 (1)	D	$ 179.52	86,718	D	
Class A Common Stock	02/15/2018		M		4,952	A	$ 0	91,670	D	
Class A Common	02/15/2018		F		2,408 (1)	D	$ 179.52	89,262	D	

Stock									
Class A Common Stock	02/15/2018		M	5,059	A	$ 0	94,321	D	
Class A Common Stock	02/15/2018		F	2,434 (1)	D	$ 179.52	91,887	D	
Class A Common Stock	02/15/2018		M	4,713	A	$ 0	96,600	D	
Class A Common Stock	02/15/2018		F	2,256 (1)	D	$ 179.52	94,344	D	
Class A Common Stock							16,500	I	By The Graham Stretch Family Foundation (2)

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

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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 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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (RSU) (Class A)	(3)	02/15/2018		M			8,018	(4)	03/16/2024	Class A Common Stock	8,018	
	(3)	02/15/2018		M			4,952	(5)	03/15/2025		4,952	

Restricted Stock Units (RSU) (Class A)								Class A Common Stock	
Restricted Stock Units (RSU) (Class A)	(3)	02/15/2018		M	5,059	(6)	03/14/2026	Class A Common Stock	5,059
Restricted Stock Units (RSU) (Class A)	(3)	02/15/2018		M	4,713	(7)	03/14/2027	Class A Common Stock	4,713

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stretch Colin C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP and General Counsel	

Signatures

/s/ Michael Johnson as attorney-in-fact for Colin Stretch	02/20/2018
**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) Shares held of record by The Graham Stretch Family Foundation (the "Foundation"). The reporting person's spouse is president of the Foundation and has voting and investment control of the Foundation.

(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 1/5th of the total shares on February 15, 2015, after which 1/20th of the total shares vest quarterly, 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 shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following November 15, 2017, 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 May 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.
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