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Facebook Inc Form 4 February 12, 2 FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	4 UNITED	MENT OF rsuant to S (a) of the I	Wa F CHA Section Public U	ASHINGES I SECU 16(a) of Jtility H	on, D.C. 20 N BENEF JRITIES the Securi)549 T ICIA ties E mpany	L OWN xchange y Act of	OMMISSION ERSHIP OF Act of 1934, 1935 or Section)	OMB Number: Expires: Estimated a burden hou response	rs per		
(Print or Type Re	esponses)											
1. Name and Ad Sandberg She	ldress of Reporting eryl	g Person <u>*</u>	Symbol	er Name a ook Inc	ind Ticker of	r Tradi	0	5. Relationship of F Issuer	Reporting Pers	son(s) to		
(Last) (First) (Middle) 3. Da (Mor			3. Date (Month/	Date of Earliest Transaction Ionth/Day/Year)				(Check all applicable) <u>X</u> Director <u>X</u> Officer (give title 10% Owner below) Other (specify below) Chief Operating Officer				
				d(Month/Day/Year) Applicable Lin _X_Form file Form file				Applicable Line) _X_ Form filed by Or	Joint/Group Filing(Check y One Reporting Person y More than One Reporting			
(City)	(State)	(Zip)	Tal	ble I - Noi	n-Derivative	Secur		ired, Disposed of,	or Beneficial	lly Owned		
	Transaction Date Aonth/Day/Year)		Date, if	3. Transacti Code (Instr. 8) Code V	orDisposed o (Instr. 3, 4	of (D)		or 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)		
Class A Common 02 Stock	2/12/2014			S <u>(1)</u>	283,334	D	\$ 64.6084 (2)	4 10,061,753	D			
Class A Common Stock								1,677,934	I	By Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008 (3)		
Class A Common Stock								7,983	Ι	By Sheryl K. Sandberg, Trustee of the		

Sandberg-Goldberg Family Trust dated September 3, 2004

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.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Х		Chief Operating Officer					
Signatures								
/s/ Michael Johnson as attorney Sandberg	02/12/2014							
<u>**</u> Signature of Repo	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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.14 to \$65.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (2) to \$65.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the start of the securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (3) Shares held of record by Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008.
- (4) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust dated September 3, 2004.

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.