

Facebook Inc
Form 4
July 18, 2016

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 *
Schroepfer Michael Todd

(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)
07/14/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	07/14/2016		C		20,000 ⁽¹⁾	A	\$ 1.854 579,862 D
Class A Common Stock	07/14/2016		S ⁽²⁾		20,000	D	\$ 117.5 559,862 D
Class A Common Stock	07/15/2016		C		59,952 ⁽³⁾	A	\$ 0 619,814 D
Class A Common	07/15/2016		S		24,443 ⁽⁴⁾	D	\$ 595,371 D 116.9731

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Stock										<u>(5)</u>	
Class A										\$	
Common Stock	07/15/2016		S		6,840	D			117.9057	588,531	D
					<u>(4)</u>						<u>(6)</u>

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy Class B Common Stock)	\$ 1.854	07/14/2016		M		20,000	<u>(7)</u>	01/11/2019	Class B Common Stock <u>(8)</u>	20,000
Class B Common Stock <u>(8)</u>	<u>(8)</u>	07/14/2016		M		20,000	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	20,000
Class B Common Stock <u>(8)</u>	<u>(8)</u>	07/14/2016		C		20,000 <u>(9)</u>	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	20,000
Restricted Stock Unit (RSU) (Class B)	<u>(10)</u>	07/15/2016		M		59,952	<u>(11)</u>	03/24/2021	Class B Common Stock <u>(8)</u>	59,952
Class B Common Stock <u>(8)</u>	<u>(8)</u>	07/15/2016		M		59,952	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	59,952
Class B Common Stock <u>(8)</u>	<u>(8)</u>	07/15/2016		C		59,952 <u>(9)</u>	<u>(8)</u>	<u>(8)</u>	Class A Common Stock	59,952

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- (11) The RSUs vest as to 1/16th of the total shares quarterly, beginning on January 15, 2014, subject to continued service through each vesting date.
- (12) The option was 100% vested on August 13, 2013.
- (13) Shares held of record by Michael T. Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11.

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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