

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0287
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Zuckerberg Mark <small>(Last) (First) (Middle)</small> C/O FACEBOOK, INC., 1601 WILLOW ROAD <small>(Street)</small> MENLO PARK, CA 94025 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/9/2016</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COB and CEO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/9/2016		C		272043	A	\$0	272043	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	12/9/2016		S (2)		272043	D	\$119.4661 (3)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	12/9/2016		C		125558	A	\$0	475727	I	By CZI Holdings, LLC (4)
Class A Common Stock	12/9/2016		S (2)		125558	D	\$119.4658 (3)	350169	I	By CZI Holdings, LLC (4)
Class A Common Stock	12/12/2016		C		274972	A	\$0	274972	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	12/12/2016		S (2)		247146	D	\$118.1261 (5)	27826	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	12/12/2016		S (2)		27826	D	\$118.7921 (6)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	12/12/2016		C		126908	A	\$0	477077	I	By CZI Holdings, LLC (4)
Class A Common Stock	12/12/2016		S (2)		114032	D	\$118.1284 (7)	363045	I	By CZI Holdings, LLC (4)
Class A Common Stock	12/12/2016		S (2)		12876	D	\$118.7922 (8)	350169	I	By CZI Holdings, LLC (4)
Class A Common Stock								827870	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 1 Dated 5/8/2014 (9)
Class A Common Stock								1139412	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			
										5/8/2014 (10)
Class A Common Stock								1235844	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 (11)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock (12)	(12)	12/9/2016		C		272043		(12)	(12)	Class A Common Stock	272043	\$0	5269973	I	By Chan Zuckerberg Foundation (1)
Class B Common Stock (12)	(12)	12/9/2016		C		125558		(12)	(12)	Class A Common Stock	125558	\$0	402066500	I	By CZI Holdings, LLC (4)
Class B Common Stock (12)	(12)	12/12/2016		C		274972		(12)	(12)	Class A Common Stock	274972	\$0	4995001	I	By Chan Zuckerberg Foundation (1)
Class B Common Stock (12)	(12)	12/12/2016		C		126908		(12)	(12)	Class A Common Stock	126908	\$0	401939592	I	By CZI Holdings, LLC (4)
Class B Common Stock (12)	(12)							(12)	(12)	Class A Common Stock	5207492		5207492	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (13)

Explanation of Responses:

- (1) Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation").
- (2) The sales reported were effected by CZ Foundation and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1 trading plans. These sales are part of Mr. Zuckerberg's previously-announced plan to gift or otherwise direct substantially all of his shares of Facebook stock, or the net after-tax proceeds from sales of such shares, to further the mission of advancing human potential and promoting equality by means of philanthropic, public advocacy, and other activities for the public good, with such plan to sell or gift no more than \$1 billion of Facebook stock each year through 2018.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.05 to \$119.94 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff 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.
- (4) Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.655 to \$118.645 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff 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.
- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.65 to \$119.195 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff 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.
- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.655 to \$118.64 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff 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.
- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.65 to \$119.19 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff 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.

Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.

(10) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

(11) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

(12) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis (a) at the holder's option or (b) upon certain transfers of such shares and has no expiration date.

(13) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	

Signatures

/s/ David Kling as attorney-in-fact for Mark Zuckerberg

12/13/2016

**Signature of Reporting Person

Date

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

* 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).

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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