

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

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

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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

Name and Address of Reporting Person *				2.	2. Issuer Name and Ticker or Trading Symbol						ol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Cox Christopher K				F	Facebook Inc [FB]								(Check an app	Jiicabie)			
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY))	Director X Officer (g	-	ow)	10% Owner _ Other (spe	cify below)	
C/O FACEBOOK, INC., 1601 WILLOW ROAD				W	2/21/2017								Chief Produc	ct Officer			
			4.	4. If Amendment, Date Original Filed (MM/DD/YYYY)							D/YYY	Y) 6. Individual	6. Individual or Joint/Group Filing (Check Applicable Line)				
MENLO PARK, CA 94025 (City) (State) (Zip)													X Form filed by One Reporting Person Form filed by More than One Reporting Person				
			Table I - N	on-De	rivati	ve Se	curitie	es Ac	quired,	Disp	osed o	f, or l	Beneficially Own	ed			
1.Title of Security (Instr. 3)		Ex	2A. Deemed Execution Date, if any 3. Trans. Code (Instr. 8)			Disposed of (D)					Following Reported Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial Ownership			
							Code	V	Amount	(A) o (D)		Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Class A Common St	tock		2/21/201	7			S (1)		16000	D	\$133.	4618	2) 20	05888		D	
Class A Common St	tock												7	6945		I	By Christopher K. Cox Revocable Trust (3)
Class A Common St	tock												2	8816		I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009
	Tabl	e II - Der	ivative Secu	rities	Bene	ficiall	y Owi	ned (<i>e.g</i> . , pu	ts, ca	ılls, wa	arran	ts, options, conve	rtible sec	curities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	ersion Date E ercise of I		4. Trans (Instr. 8		Derivat Acquire Dispose	water of varive Securities are (A) or osed of (D) 3, 4 and 5)		Expiration Date Securitie			Securi Deriva	e and Amount of ties Underlying tive Security 3 and 4)	Underlying Security derivative Security d 4) Derivative Security Securities Beneficially Owned		Ownersh Form of Derivativ Security:	(Instr. 4)
	Security			Code	V	(A)		(D)	Date Exercisal		piration te		Amount or Number of Shares		Following Reported Transaction((Instr. 4)	Direct (D or Indirect s) (I) (Instr. 4)	

Explanation of Responses:

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.29 to \$133.70 per
- 2) 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.
- Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- (Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra Vichit-Vadakan, Trustee,
- 4) the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.

Reporting Owners	

Reporting Owner Name / Address	0	Relationships						
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other				
Cox Christopher K								
C/O FACEBOOK, INC.			Chief Duedwet Officer					
1601 WILLOW ROAD			Chief Product Officer					
MENLO PARK, CA 94025								

Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher K. Cox	2/23/201
** 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.

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.