

# FORM 4

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

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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).

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Sandberg Sheryl</b> (Last) (First) (Middle)  <b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b> (Street)  <b>MENLO PARK, CA 94025</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Facebook Inc [ FB ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>9/20/2016</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chief Operating Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	3A. 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	9/20/2016		C		52404 (1)	A	\$10.388	4419796	D	
Class A Common Stock	9/20/2016		S (2)		50425	D	\$128.6396 (3)	4369371	D	
Class A Common Stock	9/20/2016		S (2)		1979	D	\$129.1119 (4)	4367392	D	
Class A Common Stock	9/20/2016		S (2)		54935	D	\$128.6447 (5)	4312457	D	
Class A Common Stock	9/20/2016		S (2)		1661	D	\$129.1154 (6)	4310796	D	
Class A Common Stock	9/21/2016		C		104808 (1)	A	\$10.388	4415604	D	
Class A Common Stock	9/21/2016		S (2)		104808	D	\$129.9401 (7)	4310796	D	
Class A Common Stock	9/21/2016		S (2)		113192	D	\$129.94	4197604	D	
Class A Common Stock								23824	I	By Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004 (8)

**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					
Stock Option (Right to Buy Class B Common Stock)	\$10.388	9/20/2016		M		52404		(9)	7/22/2020	Class B Common Stock (10)	\$0	2609132	D	
Class B Common Stock (10)	(10)	9/20/2016		M		52404		(10)	(10)	Class A Common Stock	\$0	52404	D	
Class B Common Stock (10)	(10)	9/20/2016		C		52404 (11)		(10)	(10)	Class A Common Stock	\$0	0	D	

**Table II - Derivative Securities 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. 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				
Stock Option (Right to Buy Class B Common Stock)	\$10.388	9/21/2016		M			104808	(9)	7/22/2020	Class B Common Stock (10)	104808	\$0	2504324	D	
Class B Common Stock (10)	(10)	9/21/2016		M		104808		(10)	(10)	Class A Common Stock	104808	\$0	104808	D	
Class B Common Stock (10)	(10)	9/21/2016		C			104808 (11)	(10)	(10)	Class A Common Stock	104808	\$0	0	D	

**Explanation of Responses:**

- ( ) Represents the number of shares that were acquired upon the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock option listed in Table II.
- ( ) 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 \$128.06 to \$129.05 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.
- ( ) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.06 to \$129.13 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.
- ( ) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.08 to \$129.07 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.
- ( ) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.08 to \$129.14 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.
- ( ) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.94 to \$129.9451 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.
- ( ) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.
- ( ) The option vests as to 1/48th of the total shares monthly, beginning on May 1, 2013, subject to continued service through each vesting date.
- ( ) 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.
- ( ) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

**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	X		Chief Operating Officer	

**Signatures**

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg

9/22/2016

\*\*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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