

FORM 4

**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

1. Name and Address of Reporting Person * Sandberg Sheryl (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Operating Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/11/2016</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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			
Class A Common Stock	11/11/2016		C		52404 <u>(1)</u>	A	\$10.388	4059460	D	
Class A Common Stock	11/11/2016		S	<u>(2)</u>	35825	D	\$118.6799 <u>(3)</u>	4023635	D	
Class A Common Stock	11/11/2016		S	<u>(2)</u>	14479	D	\$119.5399 <u>(4)</u>	4009156	D	
Class A Common Stock	11/11/2016		S	<u>(2)</u>	2100	D	\$120.3338 <u>(5)</u>	4007056	D	
Class A Common Stock	11/11/2016		S	<u>(2)</u>	38266	D	\$118.6752 <u>(6)</u>	3968790	D	
Class A Common Stock	11/11/2016		S	<u>(2)</u>	16027	D	\$119.5276 <u>(7)</u>	3952763	D	
Class A Common Stock	11/11/2016		S	<u>(2)</u>	2303	D	\$120.3242 <u>(8)</u>	3950460	D	
Class A Common Stock	11/15/2016		C		43193 <u>(9)</u>	A	\$0	3993653	D	
Class A Common Stock	11/15/2016		M		13030	A	\$0	4006683	D	
Class A Common Stock	11/15/2016		S		5357 <u>(10)</u>	D	\$116.5925 <u>(11)</u>	4001326	D	
Class A Common Stock	11/15/2016		S		18677 <u>(10)</u>	D	\$117.4182 <u>(12)</u>	3982649	D	
Class A Common Stock	11/15/2016		S		5305 <u>(10)</u>	D	\$118.1295 <u>(13)</u>	3977344	D	
Class A Common Stock								23824	I	By Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004 <u>(14)</u>

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				
Stock Option (Right to Buy Class B Common Stock)	\$10.388	11/11/2016		M		52404		<u>(15)</u>	7/22/2020	Class B Common Stock <u>(16)</u>	52404	\$0	2242304	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				
Class B Common Stock (16)	(16)	11/11/2016		M		52404		(16)	(16)	Class A Common Stock	52404	\$0	52404	D	
Class B Common Stock (16)	(16)	11/11/2016		C		52404		(16)	(16)	Class A Common Stock	52404	\$0	0	D	
Restricted Stock Unit (RSU) (Class B)	(17)	11/15/2016		M		43193		(18)	5/2/2022	Class B Common Stock (16)	43193	\$0	172772	D	
Class B Common Stock (16)	(16)	11/15/2016		M		43193		(16)	(16)	Class A Common Stock	43193	\$0	43193	D	
Class B Common Stock (16)	(16)	11/15/2016		C		43193	(19)	(16)	(16)	Class A Common Stock	43193	\$0	0	D	
Restricted Stock Units (RSU) (Class A)	(20)	11/15/2016		M		13030		(21)	3/16/2024	Class A Common Stock	13030	\$0	169382	D	

Explanation of Responses:

- (1) 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.
- (2) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.18 to \$119.17 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.18 to \$120.15 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.18 to \$120.61 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 \$118.17 to \$119.15 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 \$119.17 to \$120.16 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 \$120.17 to \$120.58 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.
- (9) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the restricted stock units (the "RSUs") listed in Table II.
- (10) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.00 to \$116.99 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.
- (12) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.00 to \$117.99 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.
- (13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.00 to \$118.36 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.
- (14) Shares held of record by Sheryl K. Sandberg, Trustee of the Sandberg-Goldberg Family Trust Dated September 3, 2004.

- (15) 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.
- (16) 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.
- (17) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (18) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2014, subject to continued service through each vesting date.
- (19) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (20) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (21) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.

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

11/15/2016

**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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