

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Wehner David M. (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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/15/2016</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	8/15/2016		M		18750	A	\$0	77139	D	
Class A Common Stock	8/15/2016		M		5370	A	\$0	82509	D	
Class A Common Stock	8/15/2016		M		10023	A	\$0	92532	D	
Class A Common Stock	8/15/2016		M		9905	A	\$0	102437	D	
Class A Common Stock	8/15/2016		S		22587 (1)	D	\$124.0618 (2)	79850	D	
Class A Common Stock	8/15/2016		S		400 (1)	D	\$124.7825 (3)	79450	D	

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				
Restricted Stock Units (RSU) (Class A)	(4)	8/15/2016		M		18750		(5)	1/14/2023	Class A Common Stock	18750	\$0	18750	D	
Restricted Stock Units (RSU) (Class A)	(4)	8/15/2016		M		5370		(6)	5/5/2023	Class A Common Stock	5370	\$0	26850	D	
Restricted Stock Units (RSU) (Class A)	(4)	8/15/2016		M		10023		(7)	3/16/2024	Class A Common Stock	10023	\$0	140315	D	
Restricted Stock Units (RSU) (Class A)	(4)	8/15/2016		M		9905		(8)	3/15/2025	Class A Common Stock	9905	\$0	138670	D	

Explanation of Responses:

- (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
- 1) 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.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.71 to \$124.70 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.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.72 to \$124.82 per
- 3) 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.

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4) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (
5) The RSUs vested as to 1/4th of the total shares on November 15, 2013 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (
6) The RSUs vest as to 1/16th of the total shares on February 15, 2014 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (
7) The RSUs vest as to 1/16th of the total shares on May 15, 2016 and then an additional 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (
8) The RSUs vest as to 1/5th of the total shares on February 15, 2016, after which 1/20th of the total shares vest quarterly, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wehner David M. C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Financial Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for David M. Wehner

8/17/2016

**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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