FORM 4	
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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).

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 [*]	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Zuckerberg Mark	Facebook Inc [FB]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	X Director X 10% Owner X Officer (give title below) Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOW	11/22/2016	COB and CEO
ROAD		
(Street) MENLO PARK, CA 94025 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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. Deeme Execution Date, if any			Code	4. Securi Disposed (Instr. 3,	l of (D)	quired (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form:	Beneficial
			Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Stock	11/22/2016		J (1)		350169	D	\$0	0	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)
Class A Common Stock	11/22/2016		J <u>(1)</u>		350169	A	\$0	350169	I	By CZI Holdings, LLC ⁽³⁾
Class A Common Stock	11/22/2016		С		408400 <u>(4)</u>	А	\$0	758569	I	By CZI Holdings, LLC ⁽³⁾
Class A Common Stock	11/22/2016		G	v	408400	D	\$0	350169	I	By CZI Holdings, LLC (3)
Class A Common Stock	11/28/2016		С		269054	A	\$0	269054	I	By Chan Zuckerberg Foundation
Class A Common Stock	11/28/2016		s <u>(6)</u>		127318	D	\$120.431 (7)	141736	I	By Chan Zuckerberg Foundation
Class A Common Stock	11/28/2016		s <u>(6)</u>		141736	D	\$121.119 (8)	0	I	By Chan Zuckerberg Foundation
Class A Common Stock	11/28/2016		С		124178	A	\$0	474347	I	By CZI Holdings, LLC (3)
Class A Common Stock	11/28/2016		s <u>(6)</u>		58838	D	\$120.4326 <u>(7)</u>	415509	I	By CZI Holdings, LLC (3)
Class A Common Stock	11/28/2016		s (6)		65340	D	\$121.1195 <u>(8)</u>	350169	I	By CZI Holdings, LLC (3)
Class A Common Stock	11/29/2016		С		267909	A	\$0	267909	I	By Chan Zuckerberg Foundation
Class A Common Stock	11/29/2016		s <u>(6)</u>		157783	D	\$121.0634 ⁽⁹⁾	110126	I	By Chan Zuckerberg Foundation (5)

I.Title of Security Instr. 3)		Security 2. Trans.			rity		ans. Date	Exec	Deemed cution	3. Trans. (Instr. 8)	Code	4. Securi Disposed	l of (D))	(A) or	5. Amount of Sec Following Repor			6. Ownership	
					Date	, if any			(Instr. 3,	(A) or			(Instr. 3 and 4)			or Indirect (I) (Instr.	Beneficial Ownership (Instr. 4)			
Class A Common	Stock		11/2	29/2016			Code S (6)	V	Amount 110126	(D) D	+	Price .6621 (10)		0		4) I	Zuckerberg Foundation			
Class A Common	Stock		11/2	29/2016			с		123650	А		\$0		473819		I	By CZI Holdings, LLC (3)			
Class A Common	Stock		11/2	29/2016			s <u>(6)</u>		73965	D	\$121.	.0697 <u>(11)</u>		399854		I	By CZI Holdings, LLC (3)			
Class A Common	Stock		11/2	29/2016			S (6)		49685	D	\$121.	.6674 <u>(12)</u>		350169		I	By CZI Holdings, LLC (3)			
Class A Common	Stock													827870		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 Grat No. 1 Dated 5/8/2014 (13)			
Class A Common	Stock													1139412		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated 5/8/2014 (14)			
Class A Common	Stock													1235844		I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 (15)			
	Та	ıble II - De	rivative	Securit	ies E	Benefici	ally Ow	ned (<i>e.g.</i> , pu	ıts, ca	alls, w	varrants	, options, con	vertible s	ecurities)					
1. Title of Derivate Security (Instr. 3)	2.	3. Trans. Date	3A. Deemed Execution Date, if an	4. Tran Code (Instr.	ode Derivative Securities Expiration Date Securities Underlying		8. Price of	ice of vative rity (1.5) (2.5)	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)										
	Security			Code	v	(A)	(D		Date Exercisable	Expir Date	ration	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)				
Class B Common Stock (16)	<u>(16)</u>	11/22/2016		J (1)			3501	69	<u>(16)</u>	Ĺ	<u>16)</u>	Class A Commor Stock		\$0	406048286	I	By CZI Holdings, LLC (3)			
Class B Common Stock (16)	<u>(16)</u>	11/22/2016		J (1)		350169			<u>(16)</u>	(<u>16)</u>	Class A Commor Stock		\$0	5207492	I	By Mark Zuckerberg Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 (2)			
Class B Common Stock (16)	<u>(16)</u>	11/22/2016		G	v	r	32000	00	<u>(16)</u>	(<u>16)</u>	Class A Commor Stock		\$0	402848286	I	By CZI Holdings, LLC (3)			
Class B Common Stock (16)	<u>(16)</u>	11/22/2016		G	v	, 32000	00		<u>(16)</u>	(<u>16)</u>	Class A Commor Stock		\$0	6078979	I	By Chan Zuckerberg Foundation			
Class B Common Stock (16)	<u>(16)</u>	11/22/2016		с			4084 <u>(17</u>		<u>(16)</u>	(<u>16)</u>	Class A Commor Stock		\$0	402439886	I	By CZI Holdings, LLC (3)			
Class B Common Stock (16)	<u>(16)</u>	11/28/2016		с			2690	54	<u>(16)</u>	Ĺ	<u>16)</u>	Class A Commor Stock		\$0	5809925	I	By Chan Zuckerberg Foundation			
Class B Common Stock	<u>(16)</u>	11/28/2016		с	╞		1241	78	<u>(16)</u>	(16)	Class A Commor		\$0	402315708	I	By CZI Holdings, LLC (3)			

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Trans. 3A. 4 Trans 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Price of 9. Number of 10 11. Nature of Derivate Security Conversion Date Deemed Derivative Securities Expiration Date Securities Underlying Derivative derivative Ownership Code Indirect or Exercise Execution (Instr. 8) Acquired (A) or Beneficial (Instr. 3) Derivative Security Security Securities Form of Price of Date, if any Disposed of (D) (Instr. 3 and 4) (Instr. 5) Beneficially Derivative Ownership Derivative (Instr. 3, 4 and 5) Owned Security: (Instr. 4) Direct (D) Security Following Amount or Reported or Indirect Date Expiration Title Number of Transaction(s (I) (Instr. Exercisable Date Shares Code V (A) (D) (Instr. 4) 4) By Chan Class B Class A Zuckerberg (16) (16)(16)Common Stock 11/29/2016 С 267909 267909 \$0 5542016 Common I Foundation (16)Stock (5)By CZI Class B Class A (16)(16)(16)Common Stock 11/29/2016 С 123650 Common 123650 \$0 402192058 T Holdings. LLC (3) (16)Stock

Explanation of Responses:

- (This transaction represents a transfer of shares that were beneficially owned by the reporting person for the purposes of estate planning and not a sale of securities.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust").

Shares held of record by CZI Holdings, LLC ("CZI"). The 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.

- Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock at the election of the holder.
- Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation").
- (The sales reported were effected by CZ Foundation and CZI, as applicable, pursuant to their Rule 10b5-1trading plans. These sales are part of Mr.
- 6) 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.

(The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.86 to \$120.855 per

- 7) 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 \$120.86 to \$121.65 per
- 8) 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 \$120.42 to \$121.41 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.
- 9) 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 \$121.42 to \$122.09 per
 10) 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 \$120.43 to \$121.42 per
- 11) 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 \$121.43 to \$122.05 per
- 12) 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) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (15) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

(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 transfers16) 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

Penorting Owner Name / Address	Relationships	
Reporting Owner Name / Address	Relationships Director 10% Owner Officer O	ther

Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	
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Signatures

/s/ David Kling as attorney-in-fact for Mark Zuckerberg 11/29/2016

** 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.

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.