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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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)
Wehner David M.	Facebook Inc [FB]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Director 10% Owner X Officer (give title below) Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOW ROAD	3/15/2017	Chief Financial Officer
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security	2. Trans. Date	2A. Deemed	3. Trans. Cod	le	4. Securit	ies Acquir	ed (A)	5. Amount of Securities Beneficially Owned	6.	7. Nature
(Instr. 3)		Execution	(Instr. 8)		or Dispos	ed of (D)		Following Reported Transaction(s)	Ownership	of Indirect
		Date, if any			(Instr. 3, 4	4 and 5)		(Instr. 3 and 4)	Form:	Beneficial
									Direct (D)	Ownership
									or Indirect	(Instr. 4)
						(A) or			(I) (Instr.	
			Code	V	Amount	(D)	Price		4)	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)		Conversion or Exercise Price of	3. Trans. Date	 4. Trans. Code (Instr. 8)		5. Number of Derivative Sec Acquired (A) of Disposed of (D (Instr. 3, 4 and	urities or 9)		Date	7. Title and An Securities Und Derivative Sec (Instr. 3 and 4)	erlying urity	Derivative Security	Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			Direct (D) or Indirect (I) (Instr. 4)		
Restricted Stock Units (RSU) (Class A)	<u>(1)</u>	3/15/2017	Α		150819		<u>(2)</u>	3/14/2027	Class A Common Stock	150819	<u>(1)</u>	150819	D		

Explanation of Responses:

Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

(The RSUs shall vest quarterly as to 1/16th of the total shares, commencing the first quarter following February 15, 2017, subject to continued service through
 2) each vesting date.

Reporting Owners

Relationships							
Director	10% Owner	Officer	Other				
		Chief Financial Officer					
	Director	Director 10% Owner	Relationships Director 10% Owner Officer Chief Financial Officer				

Signatures

/s/ Michael Johnson as attorney-in-fact for David M. Wehner	3/17/2017
** 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

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