Facebook Inc
Form 4
July 14, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person [*]
Zuckerberg Mark

(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]

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
COB and CEO

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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	07/12/2017		C		63,341	A	$ 0	63,341	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	07/12/2017		S (2)		20,892	D	$ 156.9655 (3)	42,449	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	07/12/2017		S (2)		20,688	D	$ 157.8784 (4)	21,761	I	By Chan Zuckerberg Foundation (1)

Class A Common Stock	07/12/2017		S[(2)]	21,761	D	$ 158.7397 [(5)]	0	I	By Chan Zuckerberg Foundation [(1)]
Class A Common Stock	07/12/2017		C	39,587	A	$ 0	39,587	I	By CZI Holdings, LLC [(6)]
Class A Common Stock	07/12/2017		S[(2)]	14,851	D	$ 157.0139 [(7)]	24,736	I	By CZI Holdings, LLC [(6)]
Class A Common Stock	07/12/2017		S[(2)]	14,047	D	$ 158.0447 [(8)]	10,689	I	By CZI Holdings, LLC [(6)]
Class A Common Stock	07/12/2017		S[(2)]	10,689	D	$ 158.8638 [(9)]	0	I	By CZI Holdings, LLC [(6)]
Class A Common Stock	07/12/2017		S[(10)]	6,000	D	$ 157.0198 [(11)]	788,920	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 [(12)]
Class A Common Stock	07/12/2017		S[(10)]	5,700	D	$ 158.0505 [(13)]	783,220	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 [(12)]
Class A Common Stock	07/12/2017		S[(10)]	4,136	D	$ 158.8291 [(14)]	779,084	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 [(12)]
Class A Common Stock	07/12/2017		S[(10)]	5,990	D	$ 157.021 [(15)]	885,351	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated

								5/8/2014 (16)
Class A Common Stock	07/12/2017	S(10)	6,000	D	$ 158.0643 (17)	879,351	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (16)
Class A Common Stock	07/12/2017	S(10)	3,845	D	$ 158.8927 (18)	875,506	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 (16)
Class A Common Stock	07/13/2017	C	62,824	A	$ 0	62,824	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	07/13/2017	S(2)	53,957	D	$ 159.1045 (19)	8,867	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	07/13/2017	S(2)	8,867	D	$ 159.5852 (20)	0	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	07/13/2017	C	39,264	A	$ 0	39,264	I	By CZI Holdings, LLC (6)
Class A Common Stock	07/13/2017	S(2)	32,314	D	$ 159.0923 (21)	6,950	I	By CZI Holdings, LLC (6)
Class A Common Stock	07/13/2017	S(2)	6,950	D	$ 159.5757 (22)	0	I	By CZI Holdings, LLC (6)
Class A Common Stock	07/13/2017	S(10)	13,581	D	$ 159.099 (23)	765,503	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 (12)

Class A Common Stock	07/13/2017		S[10]	2,125	D	$ 159.6015 [24]	763,378	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 2 Dated 5/8/2014 [12]
Class A Common Stock	07/13/2017		S[10]	13,501	D	$ 159.0926 [25]	862,005	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 [16]
Class A Common Stock	07/13/2017		S[10]	2,206	D	$ 159.606 [26]	859,799	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 GRAT No. 3 Dated 5/8/2014 [16]
Class A Common Stock							468,566	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 [27]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock (28)	(28)	07/12/2017	C			63,341	(28)	(28)	Class A Common Stock	63,341
Class B Common Stock (28)	(28)	07/12/2017	C			39,587	(28)	(28)	Class A Common Stock	39,587
Class B Common Stock (28)	(28)	07/13/2017	C			62,824	(28)	(28)	Class A Common Stock	62,824
Class B Common Stock (28)	(28)	07/13/2017	C			39,264	(28)	(28)	Class A Common Stock	39,264
Class B Common Stock (28)	(28)						(28)	(28)	Class A Common Stock	5,207,492

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg	07/14/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) Shares held of record by Mark Zuckerberg, Trustee and Settlor of the Chan Zuckerberg Foundation ("CZ Foundation").

(2) The sales reported were effected by CZ Foundation and CZI Holdings, LLC ("CZI"), as applicable, pursuant to their Rule 10b5-1trading plans. These sales are part of Mr. 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.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $156.27 to $157.26 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 written 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 $157.27 to $158.24 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 written 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 $158.27 to $159.14 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $156.4250 to $157.40 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 written 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 $157.43 to $158.42 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.44 to $159.12 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) The sales reported were effected by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014 and Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014, as applicable, pursuant to their Rule 10b5-1 trading plans.

(11) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $156.4350 to $157.40 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(12) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

(13) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $157.48 to $158.38 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(14) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.50 to $159.12 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(15) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $156.4350 to $157.41 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 Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(16) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

(17) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $157.48 to $158.46 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(18) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.50 to $159.11 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(19) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.49 to $159.48 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(20) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.4850 to $159.72 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(21) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.49 to $159.47 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(22) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.4850 to $159.74 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(23) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.52 to $159.51 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(24) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.5150 to $159.71 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(25) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $158.54 to $159.51 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(26) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.54 to $159.71 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(27) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

(28) 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.

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