Facebook Inc Form 4 May 19, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Cox Christopher K		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	Facebook Inc [FB] 3. Date of Earliest Transaction	(Check all applicable)			
` /	OK, INC., 1601	(Month/Day/Year) 05/15/2015	Director 10% Owner Selective title Other (specify below) Below) Chief Product Officer			
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
MENLO PARK, CA 94025			Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Secı	ırities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Oper Dispos (Instr. 3, 4	ed of (4 and 3 (A) or	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)
Class A Common Stock	05/15/2015		Code V	Amount 11,371 (1)	(D)	Price	600,076	D	
Class A Common Stock	05/15/2015		C	86,585 (1)	A	\$0	686,661	D	
Class A Common Stock	05/15/2015		S	45,115 (2)	D	\$ 80.638 (3)	641,546	D	
Class A Common	05/15/2015		S	6,000 (2)	D	\$ 81.2752	635,546	D	

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Stock					<u>(4)</u>			
Class A Common Stock	05/18/2015	<u>S(5)</u>	13,854	D	\$ 80.25	621,692	D	
Class A Common Stock						76,945	I	By Christopher K. Cox Revocable Trust (6)
Class A Common Stock						28,816	I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009

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

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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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
	Derivative Security			(D) (Instr. 3, 4,	, and 5)				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit (RSU) (Class B)	<u>(8)</u>	05/15/2015	M		11,371	<u>(9)</u>	08/25/2019	Class B Common Stock (10)	
Class B Common Stock (10)	<u>(10)</u>	05/15/2015	M	11,371		(10)	(10)	Class A Common Stock	11,3

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Class B Common Stock (10)	<u>(10)</u>	05/15/2015	С	11,371 (11)	(10)	(10)	Class A Common Stock	11,3
Restricted Stock Unit (RSU) (Class B)	<u>(8)</u>	05/15/2015	M	86,585	(12)	08/25/2020	Class B Common Stock (10)	86,:
Class B Common Stock (10)	<u>(10)</u>	05/15/2015	M	86,585	(10)	(10)	Class A Common Stock	86,:
Class B Common Stock (10)	(10)	05/15/2015	C	86,585 (11)	(10)	(10)	Class A Common Stock	86,:

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025

Chief Product Officer

Signatures

/s/ Michael Johnson as attorney-in-fact for Christopher K. Cox

05/19/2015

**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) 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 ("RSUs") listed in Table II.
- 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.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.1850 to \$81.17 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 (3).
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.1760 to \$81.41 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4).
- (5) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (6) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.

Reporting Owners 3

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- Shares held of record by Remainder Interest Trust Created under the Christopher K. Cox 2009 Annuity Trust dated 5/29/2009, Visra

 Vichit-Vadakan, Trustee, the beneficiaries of which include the reporting person's children. The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these shares, and the filing of this report is not an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (8) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (9) The RSUs vest as to 1/48 of the total number of shares monthly, beginning on September 1, 2013, subject to continued service through each vesting date.
- (10) 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.
- (11) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (12) The RSUs vest as to 1/16th of the total number of shares quarterly, beginning on August 15, 2013, subject to continued service through each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.