

Facebook Inc
Form 4
July 16, 2014

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox Christopher K

(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)
07/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Product Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	07/15/2014		C		69,327 (1)	A	\$ 0 644,178 D
Class A Common Stock	07/15/2014		S		36,182 (2)	D	\$ 66.9394 (3) 607,996 D
Class A Common Stock							144,224 I

By the
Christopher
K. Cox
Revocable
Trust (4)

Class A Common Stock	29,216	I	By the Christopher K. Cox 2009 Annuity Trust ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit (RSU)	(6)	07/15/2014		M			9,375	(7)	08/25/2019	Class B Common Stock ⁽⁸⁾	9,375
Class B Common Stock ⁽⁸⁾	(8)	07/15/2014		M		9,375		(8)	(8)	Class A Common Stock	9,375
Class B Common Stock ⁽⁸⁾	(8)	07/15/2014		C			9,375 ⁽⁹⁾	(8)	(8)	Class A Common Stock	9,375
Restricted Stock Unit (RSU)	(6)	07/15/2014		M			59,952	(10)	03/24/2021	Class B Common Stock ⁽⁸⁾	59,952
Class B Common Stock ⁽⁸⁾	(8)	07/15/2014		M		59,952		(8)	(8)	Class A Common Stock	59,952
Class B Common Stock ⁽⁸⁾	(8)	07/15/2014		C			59,952 ⁽⁹⁾	(8)	(8)	Class A Common Stock	59,952

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 attorney-in-fact for Christopher
K. Cox 07/16/2014

__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 (the "RSUs") in Table II.

(2) 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 \$66.8383 to \$67.0229 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) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.

(5) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox 2009 Annuity Trust.

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

(7) The RSUs were granted with both (a) a liquidity event-based condition and (b) a service-based condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/5th of the total number of shares on July 15, 2010 and then, an additional 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

(8) 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.

(9) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on July 15, 2014, 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.

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