

Facebook Inc
Form 4
July 23, 2014

FORM 4

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

OMB APPROVAL

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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).

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)
07/21/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	07/21/2014		C		9,376 (1)	A	\$ 0
Class A Common Stock	07/21/2014		S(2)		42,521	D	\$ 68.84
Class A Common Stock					144,224	I	

By the
Christopher
K. Cox
Revocable
Trust (3)

Class A Common Stock	29,216	I	By the Christopher K. Cox 2009 Annuity Trust ⁽⁴⁾
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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 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy Class B Common Stock)	\$ 2.954	07/21/2014		M	9,376	<u>(5)</u>	08/18/2019	Class B Common Stock <u>(6)</u>	9,376
Class B Common Stock <u>(6)</u>	<u>(6)</u>	07/21/2014		M	9,376	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	9,376
Class B Common Stock <u>(6)</u>	<u>(6)</u>	07/21/2014		C	9,376 <u>(7)</u>	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	9,376

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD	Chief Product Officer

MENLO PARK, CA 94025

Signatures

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

07/23/2014

__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 exercise of vested stock options.
 - (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (3) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
 - (4) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox 2009 Annuity Trust.
 - (5) The option was 100% vested on July 15, 2014.
 - (6) 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.
 - (7) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

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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