

[] 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

Name and Address of Reporting Person *				Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Cox Christopher K				Facebook Inc [FB]														
(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)									Director 10 ⁶			:0.1.1.		
						1/07/0047							"	X _ Officer (give title below) Chief Product Officer			_ Other (specify below)	
C/O FACEBOOK, INC., 1601 WILLOW ROAD					1/25/2016								Cinci i i ouuc	et Officer				
	(Stre	eet)			4. If <i>A</i>	Ameno	lment, D	ate (Original	Filed (M	MM/DD/Y	YYY)	6. Individual	or Joint/G	roup Filin	g (Check Ap	plicable Line)	
MENLO PARK, CA 94025												_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(Ci	ity) (Sta	ite) (Zi	ip)										,					
			Table l	I - Non-l	Deriva	ative S	Securiti	es Ac	quired,	Dispos	sed of, o	r Be	eneficially Own	ed				
1.Title of Security (Instr. 3)		2. T	Trans. Date	2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form:	7. Nature of Indirect Beneficial				
						-	Code	V	Amoun	(A) or (D)	Price					Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Class A Common St	tock		1/2	25/2016			S (1)	'	4200	D	\$97.6313		40	05532		D		
Class A Common St	tock		1/2	25/2016			S (1)		9900	D	\$98.5118	_	39	95632		D		
Class A Common St	tock		1/2	25/2016			s (1)		1500	D	\$99.266	_	39	94132		D		
Class A Common So	tock												7	6945		I	By Christopher K. Cox Revocable Trust (5)	
Class A Common So	iock												2	8816		I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009	
	Tab	le II - Der	ivative :	Securiti	es Bei	neficia	ılly Ow	ned (<i>e.g.</i> , pu	ıts, cal	ls, warra	ants	s, options, conve	ertible sec	curities)			
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Date	3A. Deen Execution Date, if a	n (Instr		Deri Acq Disp	Number of erivative Securities equired (A) or isposed of (D) nstr. 3, 4 and 5)		De			uritie: ivativ	and Amount of es Underlying we Security and 4)	Derivative Security (Instr. 5) derivat Securi Benefit Owned	derivative Securities Beneficially Owned	Ownershi Form of Derivativ Security:	Beneficial Ownership (Instr. 4)	
	Security			Co	de V	V (A)	(D)	Date Exercisa	Expi ble Date	ration Titl		mount or Number of nares	Following Reported Transaction (Instr. 4)		Direct (D) or Indirec (I) (Instr. 4)		

Explanation of Responses:

- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.14 to \$98.12 per share,
- 2) 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.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.15 to \$99.00 per share,
- 3) 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.
- (The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.15 to \$99.44 per share,
- 4) 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.

- Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- 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,
- 6) 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.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Addres	Director	10% Owner	Officer	Other				
Cox Christopher K								
C/O FACEBOOK, INC.			Chief Product Officer					
1601 WILLOW ROAD			Ciliei i roduct Officei					
MENLO PARK, CA 94025								

Signatures

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

**Signature of Reporting Person

1/26/2016

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 number.