

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Cox Christopher K</b>  (Last) (First) (Middle)  <b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>  (Street)  <b>MENLO PARK, CA 94025</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Facebook Inc [ FB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Product Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>1/15/2016</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	3A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	1/15/2016		C		59952 <u>(1)</u>	A	\$0	434187	D	
Class A Common Stock	1/15/2016		C		11371 <u>(1)</u>	A	\$0	445558	D	
Class A Common Stock	1/15/2016		S		8698 <u>(2)</u>	D	\$94.2809 <u>(3)</u>	436860	D	
Class A Common Stock	1/15/2016		S		19562 <u>(2)</u>	D	\$95.0267 <u>(4)</u>	417298	D	
Class A Common Stock	1/15/2016		S		7566 <u>(2)</u>	D	\$95.8187 <u>(5)</u>	409732	D	
Class A Common Stock								76945	I	By Christopher K. Cox Revocable Trust <u>(6)</u>
Class A Common Stock								28816	I	By Remainder Interest Trust Created Under The Christopher K. Cox 2009 Annuity Trust Dated 5/29/2009 <u>(7)</u>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU) (Class B)	<u>(8)</u>	1/15/2016		M		59952		<u>(9)</u>	3/24/2021	Class B Common Stock <u>(10)</u>	59952	\$0	539569	D	
Class B Common Stock <u>(10)</u>	<u>(10)</u>	1/15/2016		M		59952		<u>(10)</u>	<u>(10)</u>	Class A Common Stock	59952	\$0	59952	D	
Class B Common Stock <u>(10)</u>	<u>(10)</u>	1/15/2016		C		59952 <u>(11)</u>		<u>(10)</u>	<u>(10)</u>	Class A Common Stock	59952	\$0	0	D	
Restricted Stock Unit (RSU) (Class B)	<u>(8)</u>	1/15/2016		M		11371		<u>(12)</u>	8/25/2019	Class B Common Stock <u>(10)</u>	11371	\$0	216041	D	

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock (10)	(10)	1/15/2016		M		11371		(10)	(10)	Class A Common Stock	11371	\$0	11371	D	
Class B Common Stock (10)	(10)	1/15/2016		C		11371 (11)		(10)	(10)	Class A Common Stock	11371	\$0	0	D	

**Explanation of Responses:**

- (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.
- (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 \$93.55 to \$94.5450 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.55 to \$95.54 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.
- (5) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.55 to \$96.28 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.
- (6) Shares held of record by Christopher Cox, Trustee of the Christopher K. Cox Revocable Trust.
- (7) 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 1/16th of the total shares quarterly, beginning on July 15, 2014, 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 1/48 of the total number of shares monthly, beginning on September 1, 2013, subject to continued service through each vesting date.

**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 as attorney-in-fact for Christopher K. Cox

1/20/2016

\*\*Signature of Reporting Person

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.

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