Sandberg Sheryl
Form 4
February 16, 2018

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 *
Sandberg Sheryl

(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)
02/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Operating 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	02/14/2018		C(1)		55,000	A	$ 0	1,495,352	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
	02/14/2018		S(3)		1,900	D		1,493,452	I	

Class A Common Stock					$ 173.4588 (4)			By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/14/2018	S(3)	10,900	D	$ 174.9736 (5)	1,482,552	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/14/2018	S(3)	6,300	D	$ 176.5354 (6)	1,476,252	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/14/2018	S(3)	12,525	D	$ 177.1428 (7)	1,463,727	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/14/2018	S(3)	10,500	D	$ 178.3241 (8)	1,453,227	I	By Sheryl K. Sandberg, Trustee of

									Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/14/2018	S(3)		12,875	D	$ 179.3158 (9)	1,440,352	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	G(10)	V	233	D	$ 0	0	I	By investment LLC (11)
Class A Common Stock	02/15/2018	G(10)	V	233	A	$ 0	1,440,585	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	M		34,364	A	$ 0	1,474,949	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	F		17,038 (12)	D	$ 179.52	1,457,911	I	By Sheryl K. Sandberg, Trustee of Sheryl K.

								Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	M	13,030	A	$ 0	1,470,941	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	F	6,461 (12)	D	$ 179.52	1,464,480	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	M	16,508	A	$ 0	1,480,988	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)
Class A Common Stock	02/15/2018	F	8,185 (12)	D	$ 179.52	1,472,803	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated

September 3, 2004 (2)

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Class B Common Stock)	$ 15	02/14/2018		M			55,000	(13)	10/17/2020	Class B Common Stock	55,0
Class B Common Stock	(15)	02/14/2018		M		55,000		(15)	(15)	Class A Common Stock	55,0
Class B Common Stock	(15)	02/14/2018		C			55,000 (16)	(15)	(15)	Class A Common Stock	55,0

Restricted Stock Units (RSU) (Class A)	(17)	02/15/2018		M	34,364	(18)	05/05/2023	Class A Common Stock	34,
Restricted Stock Units (RSU) (Class A)	(17)	02/15/2018		M	13,030	(19)	03/16/2024	Class A Common Stock	13,
Restricted Stock Units (RSU) (Class A)	(17)	02/15/2018		M	16,508	(20)	03/15/2025	Class A Common Stock	16,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandberg Sheryl C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X		Chief Operating Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Sheryl K. Sandberg	02/16/2018
**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 the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock option listed in Table II.
(2)	Shares held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
(3)	The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
(4)	The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $173.43 to $173.49 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written 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 $174.65 to $175.61 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $175.85 to $176.81 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $176.85 to $177.79 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $177.85 to $178.84 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $178.87 to $179.69 per share, inclusive. The holder undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(10) This transaction represents the transfer of securities by the reporting person to a revocable trust, and not a sale of securities.

(11) Represents shares held by the reporting person's investment LLC, whose sole member is the Sheryl K. Sandberg Revocable Trust.

(12) Represents the number of shares of Class A Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.

(13) The option vests as to (a) 260,000 shares in equal monthly installments over 48 months, beginning on May 1, 2013 and then (b) the remaining 940,000 shares vest in equal monthly installments over the following 12 months, subject to continued service through each vesting date.

(14) Options held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.

(15) 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.

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

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

(18) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2017, subject to continued service through each vesting date.

(19) The RSUs vest as to 1/16th of the total shares quarterly, beginning on May 15, 2016, subject to continued service through each vesting date.

(20) The RSUs vest as to 1/12th of the total shares quarterly, beginning on February 15, 2018, 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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