

Facebook Inc
Form 4
April 17, 2015

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 *
Schroepfer Michael Todd

(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)
04/15/2015

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 Technology 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	04/15/2015		C		59,952 (1) A \$ 0	D	
Class A Common Stock	04/15/2015		S		30,483 (2) D \$ 82.7438 (3) 489,888	D	
Class A Common Stock	04/15/2015		S		800 (2) D \$ 83.4706 (4) 489,088	D	
Class A Common	04/16/2015		C		25,000 (5) A \$ 0	D	

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Stock

Class A

Common 04/16/2015 S⁽⁶⁾ 25,000 D \$ 82.51 489,088 D

Stock

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 of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (RSU) (Class B)	<u>(7)</u>	04/15/2015		M	59,952	<u>(8)</u> 03/24/2021	Class B Common Stock <u>(9)</u>
Class B Common Stock <u>(9)</u>	<u>(9)</u>	04/15/2015		M	59,952	<u>(9)</u> <u>(9)</u>	Class A Common Stock 59,952
Class B Common Stock <u>(9)</u>	<u>(9)</u>	04/15/2015		C	59,952 <u>(10)</u>	<u>(9)</u> <u>(9)</u>	Class A Common Stock 59,952
Stock Option (Right to Buy Class B Common Stock)	\$ 1.85	04/16/2015		M	25,000	<u>(11)</u> 01/11/2019	Class B Common Stock <u>(9)</u>
Class B Common Stock <u>(9)</u>	<u>(9)</u>	04/16/2015		M	25,000	<u>(9)</u> <u>(9)</u>	Class A Common Stock 25,000
Class B Common Stock <u>(9)</u>	<u>(9)</u>	04/16/2015		C	25,000 <u>(10)</u>	<u>(9)</u> <u>(9)</u>	Class A Common Stock 25,000

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- (11) The option was 100% vested on August 13, 2013. In connection with certain estate planning transfers, options to purchase an aggregate of 736,060 vested shares are held by Michael Schroepfer and Erin Hoffmann, Co-Trustees of the HS Trust u/a/d 9/28/11.
- (12) The option was 100% vested on August 13, 2013.
- (13) Shares held of record by Michael T. Schroepfer and Erin Hoffmann, Co-Trustees of The Clover Irrevocable Nonexempt Trust u/a/d 6/27/11.

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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