

Facebook Inc  
Form 4  
November 21, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Zuckerberg Mark

(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)  
11/17/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
COB and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	11/17/2016		C		277,880	A	\$ 0	277,880	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	11/17/2016		S(2)		164,565	D	\$ 116.688 (3)	113,315	I	By Chan Zuckerberg Foundation (1)
Class A Common Stock	11/17/2016		S(2)		113,315	D	\$ 117.3464 (4)	0	I	By Chan Zuckerberg Foundation (1)

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Class A Common Stock	11/17/2016	C	128,254	A	\$ 0	128,254	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	11/17/2016	S <sup>(2)</sup>	76,107	D	\$ 116.6873 <sup>(3)</sup>	52,147	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	11/17/2016	S <sup>(2)</sup>	52,147	D	\$ 117.3441 <sup>(4)</sup>	0	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	11/18/2016	C	276,314	A	\$ 0	276,314	I	By Chan Zuckerberg Foundation <sup>(1)</sup>
Class A Common Stock	11/18/2016	S <sup>(2)</sup>	214,663	D	\$ 117.3577 <sup>(6)</sup>	61,651	I	By Chan Zuckerberg Foundation <sup>(1)</sup>
Class A Common Stock	11/18/2016	S <sup>(2)</sup>	50,577	D	\$ 118.4453 <sup>(7)</sup>	11,074	I	By Chan Zuckerberg Foundation <sup>(1)</sup>
Class A Common Stock	11/18/2016	S <sup>(2)</sup>	11,074	D	\$ 118.9276 <sup>(8)</sup>	0	I	By Chan Zuckerberg Foundation <sup>(1)</sup>
Class A Common Stock	11/18/2016	C	127,529	A	\$ 0	127,529	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	11/18/2016	S <sup>(2)</sup>	98,971	D	\$ 117.3573 <sup>(6)</sup>	28,558	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	11/18/2016	S <sup>(2)</sup>	23,758	D	\$ 118.4503 <sup>(7)</sup>	4,800	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock	11/18/2016	S <sup>(2)</sup>	4,800	D	\$ 118.9281 <sup>(8)</sup>	0	I	By CZI Holdings, LLC <sup>(5)</sup>
Class A Common Stock						827,870	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 1 Dated 5/8/2014 <sup>(9)</sup>

Class A Common Stock	1,139,412	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 2 Dated 5/8/2014 <sup>(10)</sup>
Class A Common Stock	1,235,844	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg 2014 Grat No. 3 Dated 5/8/2014 <sup>(11)</sup>
Class A Common Stock	350,169	I	By Mark Zuckerberg, Trustee Of The Mark Zuckerberg Trust Dated July 7, 2006 <sup>(12)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock <sup>(13)</sup>	<u>(13)</u>	11/17/2016		C	277,880	<u>(13)</u>	<u>(13)</u>	Class A Common Stock	277,880
	<u>(13)</u>	11/17/2016		C	128,254	<u>(13)</u>	<u>(13)</u>		128,254



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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.03 to \$117.78 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) Shares held of record by CZI. Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 ("2006 Trust") is the sole member of CZI. Mr. Zuckerberg is the sole trustee of the 2006 Trust and, therefore, is deemed to have sole voting and investment power over the securities held by CZI.

- (6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.85 to \$117.84 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.

- (7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.85 to \$118.84 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.

- (8) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.85 to \$119.10 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.

- (9) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.

- (10) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

- (11) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

- (12) Shares held of record by Mark Zuckerberg, Trustee of the 2006 Trust.

- (13) 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.

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