

Facebook Inc
Form 4
February 17, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
FISCHER DAVID B.

(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)
02/15/2016

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)
VP Marketing & Bus. Part.

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	02/15/2016		M		15,034	A	\$ 0 270,022
Class A Common Stock	02/15/2016		M		6,515	A	\$ 0 276,537
Class A Common Stock	02/15/2016		C		18,789 (1)	A	\$ 0 295,326
Class A Common	02/16/2016		S		6,699 (2)	D	\$ 288,627 101.2784

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Stock					(3)		
Class A Common Stock	02/16/2016	S	7,151 (2)	D	\$ 102.1199 (4)	281,476	D
Class A Common Stock	02/16/2016	S	3,400 (2)	D	\$ 103.0454 (5)	278,076	D
Class A Common Stock	02/16/2016	S	400 (2)	D	\$ 103.8425 (6)	277,676	D

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2016		M	15,034	(8) 05/05/2023	Class A Common Stock	15,034
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2016		M	6,515	(9) 03/16/2024	Class A Common Stock	6,515
Restricted Stock Unit (RSU) (Class B)	(10)	02/15/2016		M	18,789	(11) 05/02/2022	Class B Common Stock (12)	18,789
Class B Common Stock (12)	(12)	02/15/2016		M	18,789	(12) (12)	Class A Common Stock	18,789

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- (10) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (11) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2015, subject to continued service through each vesting date.
- (12) 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.
- (13) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

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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