

Cox Christopher K
 Form 4
 February 20, 2019

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 *
 Cox Christopher K

(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)
 02/15/2019

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 Product 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	02/15/2019		M		26,847 A \$ 0	85,331	D
Class A Common Stock	02/15/2019		F		13,311 (1) D \$ 163.95	72,020	D
Class A Common Stock	02/15/2019		M		10,023 A \$ 0	82,043	D
Class A Common	02/15/2019		F		4,970 (1) D \$ 163.95	77,073	D

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Stock								
Class A Common Stock	02/15/2019	M	8,255	A	\$ 0	85,328	D	
Class A Common Stock	02/15/2019	F	<u>4,093</u> ⁽¹⁾	D	\$ 163.95	81,235	D	
Class A Common Stock	02/15/2019	C	<u>34,122</u> ⁽²⁾	A	\$ 0	115,357	D	
Class A Common Stock	02/15/2019	F	<u>16,016</u> ⁽¹⁾	D	\$ 163.95	99,341	D	
Class A Common Stock	02/19/2019	<u>S</u> ⁽³⁾	5,300	D	\$ 160.35	94,041	D	
Class A Common Stock						74,107	I	Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017 <u>(4)</u>
Class A Common Stock						125,893	I	Christopher K. Cox 2018 Annuity Trust II U/A DTD 12/19/2018 <u>(5)</u>
Class A Common Stock						74,107	I	Christopher K. Cox 2018 Annuity Trust III U/A DTD 12/19/2018 <u>(6)</u>

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)

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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)	02/15/2019		M	26,847	(8) 05/05/2023	Class A Common Stock	26,847
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2019		M	10,023	(9) 03/16/2024	Class A Common Stock	10,023
Restricted Stock Units (RSU) (Class A)	(7)	02/15/2019		M	8,255	(10) 03/15/2025	Class A Common Stock	8,255
Restricted Stock Unit (RSU) (Class B)	(11)	02/15/2019		M	34,122	(10) 05/02/2022	Class B Common Stock (12)	34,122
Class B Common Stock (12)	(12)	02/15/2019		M	34,122	(12) (12)	Class A Common Stock	34,122
Class B Common Stock (12)	(12)	02/15/2019		C	34,122 (13)	(12) (12)	Class A Common Stock	34,122

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

02/20/2019

__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 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.
- (2) 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.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
- (4) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.
- (5) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2018 Annuity Trust II U/A DTD 12/19/2018.
- (6) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2018 Annuity Trust III U/A DTD 12/19/2018.
- (7) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on August 15, 2017, subject to continued service through each vesting date.
- (9) 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.
- (10) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2017, subject to continued service through each vesting date.
- (11) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (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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