

Sandberg Sheryl
Form 4
March 19, 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)
03/15/2018

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)

Chief Operating Officer

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	(D)	Price
Class A Common Stock	03/15/2018		C		55,000 (1)	A	\$ 0
	03/15/2018		S(3)		28,866	D	1,498,937

By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 (2)

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Class A Common Stock					\$ 182,789 <u>(4)</u>				By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <u>(2)</u>
Class A Common Stock	03/15/2018		S ⁽³⁾	26,134	D	\$ 183,5057 <u>(5)</u>	1,472,803	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <u>(2)</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)

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 Amount or Number of Shares
Stock Option (Right to Buy Class B Common Stock)	\$ 15	03/15/2018		M	55,000	<u>(6)</u> 10/17/2020	Class B Common Stock <u>(7)</u> 55,000

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- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (4) \$182.22 to \$183.21 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.

The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

- (5) \$183.23 to \$183.98 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.

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

- (6) remaining 940,000 shares vest in equal monthly installments over the following 12 months, subject to continued service through each vesting date.

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)

- (7) upon certain transfers of such shares, and has no expiration date.

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

- (9) 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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