

Schroepfer Michael Todd
 Form 4
 August 10, 2017

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)
 08/08/2017

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 Technology 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	(A) or (D)	Price
Class A Common Stock	08/08/2017		C		35,181 (1)	A	\$ 0 882,427
Class A Common Stock	08/08/2017		C		31,075 (1)	A	\$ 0 913,502
Class A Common Stock	08/08/2017		S(2)		13,763	D	\$ 171.3074 (3) 899,739
Class A Common	08/08/2017		S(2)		15,800	D	\$ 883,939 172.1155

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Stock						(4)		
Class A						\$		
Common Stock	08/08/2017		S(2)	8,400	D	172.8258	875,539	D
						(5)		

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)	\$ 1.854	08/08/2017		M		(6) 01/11/2019	Class B Common Stock (7) 35,181
Class B Common Stock (7)	(7)	08/08/2017		M	35,181	(7) (7)	Class A Common Stock 35,181
Class B Common Stock (7)	(7)	08/08/2017		C	35,181 (8)	(7) (7)	Class A Common Stock 35,181
Stock Option (Right to Buy Class B Common Stock)	\$ 2.954	08/08/2017		M		(9) 08/18/2019	Class B Common Stock (7) 31,075
Class B Common Stock (7)	(7)	08/08/2017		M	31,075	(7) (7)	Class A Common Stock 31,075
	(7)	08/08/2017		C		(7) (7)	31,075

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- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
The option vested as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to
- (9) continued service through each vesting date. In connection with certain estate planning transfers, the reporting person transferred vested shares underlying the option to Michael Schroepfer and Erin Hoffman, Co-Trustees of The HS Trust u/a/d 9/28/11.
- (10) The option was 100% vested on August 13, 2013.
- (11) 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.

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