

Schroepfer Michael Todd
 Form 4
 August 10, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Technology 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	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 899,739
Class A Common	08/08/2017		S(2)		15,800	D	\$ 172.1155 883,939

Edgar Filing: Schroepfer Michael Todd - Form 4

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Stock Option (Right to Buy Class B Common Stock)	\$ 1.854	08/08/2017		M		35,181	(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		31,075	(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

Edgar Filing: Schroepfer Michael Todd - Form 4

- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.