

Sandberg Sheryl  
 Form 4  
 April 04, 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

2. Issuer Name and Ticker or Trading Symbol  
 Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/02/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

Chief Operating Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	04/02/2018		C	55,000 A \$0	1,527,803	I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <sup>(1)</sup>
	04/02/2018		S <sup>(2)</sup>	16,870 D	1,510,933	I	

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Class A Common Stock					\$ 154.949 <u>(3)</u>				By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <u>(1)</u>
Class A Common Stock	04/02/2018	S <u>(2)</u>	20,620	D	\$ 155.5987 <u>(4)</u>	1,490,313		I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <u>(1)</u>
Class A Common Stock	04/02/2018	S <u>(2)</u>	11,610	D	\$ 156.6665 <u>(5)</u>	1,478,703		I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <u>(1)</u>
Class A Common Stock	04/02/2018	S <u>(2)</u>	3,500	D	\$ 157.6479 <u>(6)</u>	1,475,203		I	By Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004 <u>(1)</u>
Class A Common Stock	04/02/2018	S <u>(2)</u>	2,400	D	\$ 158.5433 <u>(7)</u>	1,472,803		I	By Sheryl K. Sandberg, Trustee of

Sheryl K.  
Sandberg  
Revocable  
Trust UTA  
dated  
September  
3, 2004 <sup>(1)</sup>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Class B Common Stock)	\$ 15	04/02/2018		M	55,000	<u>(8)</u> 10/17/2020	Class B Common Stock <u>(9)</u>	55,000	
Class B Common Stock <u>(9)</u>	<u>(9)</u>	04/02/2018		M	55,000	<u>(9)</u> <u>(9)</u>	Class A Common Stock	55,000	
	<u>(9)</u>	04/02/2018		C		<u>(9)</u> <u>(9)</u>		55,000	



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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$158.23 to \$159.09 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.

- (8) 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 remaining 940,000 shares vest in equal monthly installments over the following 12 months, subject to continued service through each vesting date.
- (9) 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.
- (10) Options held of record by Sheryl K. Sandberg, Trustee of Sheryl K. Sandberg Revocable Trust UTA dated September 3, 2004.
- (11) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

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