Facebook Inc Form 4 May 23, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005 Estimated average

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Koum Jan

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol Facebook Inc [FB]

05/19/2016

(Check all applicable)

(Last) (First) (Middle)

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

_X__ Director 10% Owner _Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

C/O FACEBOOK, INC., 1601

(Street)

WILLOW ROAD

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

MENLO PARK, CA 94025

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	curiti	es Acquired,	Disposed of, or B	Seneficially C	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on Disposed of (Instr. 3, 4 and Amount	(D)	red (A) or Price	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)
Class A Common Stock	05/19/2016		S <u>(1)</u>	106,952	D	\$ 116.4813	31,315,316	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/19/2016		S <u>(1)</u>	11,897	D	\$ 117.09 (4)	31,303,419	I	By Jan Koum, Trustee of The Butterfly

								Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/20/2016	S <u>(1)</u>	117,049	D	\$ 117.4786 (5)	31,186,370	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/20/2016	S <u>(1)</u>	1,800	D	\$ 117.9717 (6)	31,184,570	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/20/2016	G ⁽⁷⁾ V	3,400,000	D	\$ 0	27,784,570	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/20/2016	G ⁽⁷⁾ V	850,000	D	\$ 0	26,934,570	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/20/2016	G <u>(7)</u> V	850,000	D	\$ 0	26,084,570	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/23/2016	S <u>(1)</u>	106,549	D	\$ 116.3426 (8)	25,978,021	I	By Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004 (3)
Class A Common Stock	05/23/2016	S(1)	12,300	D	\$ 117.2149 <u>(9)</u>	25,965,721	I	By Jan Koum, Trustee of

Class A Common Stock	3,500,000	I	The Butterfly Trust U/A/D 1/20/2004 (3) By Jan Koum and BNY Mellon Trust of Delaware Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016 (10)
Class A Common Stock	2,242,343	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015 (11)
Class A Common Stock	2,370,448	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015 (12)
Class A Common Stock	3,500,000	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust

			VI U/A/D 8/5/2015 (13)
Class A Common Stock	3,500,000	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015
Class A Common Stock	141,489	I	By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 (15)
Class A Common Stock	2,528,672	I	By Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014
Class A Common Stock	3,500,000	I	By Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016

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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Koum Jan								
C/O FACEBOOK, INC.	X							
1601 WILLOW ROAD	Λ							
MENLO PARK, CA 94025								

Signatures

/s/ Michael Johnson as attorney-in-fact for Jan 05/23/2016 Koum

> **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).
- The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person. **(1)**
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.89 to \$116.88 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the **(2)** staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- **(3)** Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.89 to \$117.49 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the **(4)** staff of the Securities and Exchange Commission, upon 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 \$116.96 to \$117.95 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the **(5)** staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Reporting Owners 5

- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.96 to \$117.99 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) Represents shares of Class A Common Stock that were donated as a gift. The reporting person does not exercise voting or investment control, directly or indirectly, over the donated shares following this transfer.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.945 to \$116.93 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.94 to \$117.58 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016.
- (11) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IV U/A/D 2/4/2015.
- (12) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust V U/A/D 4/29/2015.
- (13) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VI U/A/D 8/5/2015.
- (14) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.
- (15) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.
- (16) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.
- (17) Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016. 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.