Schroepfer Michael Todd
Form 4
November 15, 2018

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
11/13/2018

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	11/02/2018		G	V	15,439	D	$ 0	14,682	I	By The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017 (1)
Class A Common Stock	11/02/2018		G	V	15,439	A	$ 0	633,096	I	By The HS Trust U/A/D

										9/28/2011 (2)
Class A Common Stock	11/02/2018		G	V	15,439	D	$ 0	14,682	I	By The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017 (3)
Class A Common Stock	11/02/2018		G	V	15,439	A	$ 0	648,535	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock	11/13/2018		C		66,256 (4)	A	$ 0	714,791	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock	11/13/2018		S(5)		20,457	D	$ 142.4034 (6)	694,334	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock	11/13/2018		S(5)		12,708	D	$ 143.2228 (7)	681,626	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock	11/13/2018		S(5)		4,999	D	$ 144.2858 (8)	676,627	I	By The HS Trust U/A/D 9/28/2011 (2)
Class A Common Stock								588,694	D	

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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy Class B Common Stock)	$ 2.954	11/13/2018		M			66,256	(9)	08/18/2019	Class B Common Stock (10)	66,2
Class B Common Stock (10)	(10)	11/13/2018		M		66,256		(10)	(10)	Class A Common Stock	66,2
Class B Common Stock (10)	(10)	11/13/2018		C			66,256 (12)	(10)	(10)	Class A Common Stock	66,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer	

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer — 11/15/2018

**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).

(1) Shares held of record by Erin Hoffmann, Trustee of The Erin Hoffmann 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person's spouse.

(2) Shares held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.

(3) Shares held of record by Michael Schroepfer, Trustee of The Michael Schroepfer 2017 Annuity Trust U/A/D 6/29/2017, a grantor retained annuity trust for the benefit of the reporting person.

(4) Represents the number of shares that were acquired upon the conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of the stock options listed in Table II.

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

(6) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $141.85 to $142.83 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.

(7) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $142.855 to $143.835 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $143.935 to $144.80 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.

(9) 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 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 Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/11.

(10) 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.

(11) Options held of record by Michael Schroepfer and Erin Hoffmann, Co-Trustees of The HS Trust U/A/D 9/28/2011.

(12) 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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