

Facebook Inc
Form 4
November 25, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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 *
Koum Jan

(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)
11/21/2014

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)

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	11/21/2014		J ⁽¹⁾		3,676,384	D	\$ 74 141,489
Class A Common Stock	11/21/2014		J ⁽¹⁾		3,676,384	A	\$ 74 61,080,227

By Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 ⁽²⁾

By Jan Koum, Trustee of

									The Butterfly Trust U/A/D 1/20/2004 <u>(3)</u>
Class A Common Stock					3,817,873	I			By Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014 <u>(4)</u>
Class A Common Stock					3,817,873	I			Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014 <u>(5)</u>

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

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

Signatures

/s/ Michael Johnson as attorney-in-fact for Jan Koum	11/25/2014
__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).
 Represents the transfer of shares from Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014 to Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004. This transaction represents a substitution of assets between the trusts, and the reporting person remains the beneficial owner of all of the shares after the transfer.
 - (1) Butterfly Trust U/A/D 1/20/2004. This transaction represents a substitution of assets between the trusts, and the reporting person remains the beneficial owner of all of the shares after the transfer.
 - (2) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust I U/A/D 4/29/2014.
 - (3) Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.
 - (4) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust II U/A/D 8/5/2014.
 - (5) Shares held of record by Jan Koum, Trustee of The Jan Koum Trust III U/A/D 10/9/2014.

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.