

Cox Christopher K
 Form 4
 March 13, 2019

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 *
 Cox Christopher K

(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)
 03/11/2019

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)
 Chief Product Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/11/2019 | | S ⁽¹⁾ | 1,247 | D | \$ 171.8315 | 92,794 D |
| Class A Common Stock | 03/11/2019 | | S ⁽¹⁾ | 3,853 | D | \$ 173.4828 | 88,941 D |
| Class A Common Stock | 03/11/2019 | | S ⁽¹⁾ | 200 | D | \$ 173.84 | 88,741 D |
| Class A Common | | | | | | | 74,107 I Christopher K. Cox |

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| | | | | | | | | |
|----------------------------|--|--|--|---------|---|--|--|--|
| Stock | | | | | | | | 2017 Annuity Trust u/a/d 10/24/2017 <u>(4)</u> Christopher K. Cox |
| Class A Common Stock | | | | 125,893 | I | | | 2018 Annuity Trust II U/A DTD 12/19/2018 <u>(5)</u> Christopher K. Cox |
| Class A Common Stock | | | | 74,107 | I | | | 2018 Annuity Trust III U/A DTD 12/19/2018 <u>(6)</u> Christopher K. Cox |

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 Repor 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 |
| Cox Christopher K C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025 | | | Chief Product Officer | |

Signatures

| | |
|---|------------|
| /s/ Michael Johnson as attorney-in-fact for Christopher K. Cox | 03/13/2019 |
| **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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$171.59 to \$172.41 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$172.84 to \$173.79 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 written 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 Christopher K. Cox, Trustee of The Christopher K. Cox 2017 Annuity Trust u/a/d 10/24/2017.
- (4) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2018 Annuity Trust II U/A DTD 12/19/2018.
- (5) Shares held of record by Christopher K. Cox, Trustee of The Christopher K. Cox 2018 Annuity Trust III U/A DTD 12/19/2018.

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.