

FORM 4

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

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

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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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Moskovitz Dustin A.			Facebook Inc [FB]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
P.O. BOX 2929			9/5/2012					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN FRANCISCO, CA 94126						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/5/2012		S		150000	D	\$18.53 (2)	5550000	I	By trust (1)
Class A common stock	9/6/2012		S		2775000	D	\$18.9807 (3)	2775000	I	By trust (1)
Class A common stock	9/7/2012		S		2775000	D	\$19.0889 (4)	0 (5)	I	By trust (1)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B common stock	(6)							(6)	(6)	Class A common stock	106756629		106756629	I	By Trust (1)
Class B common stock	(6)							(6)	(6)	Class A common stock	174165		174165	I	By trust (7)
Class B common stock	(6)							(6)	(6)	Class A common stock	14404516		14404516	I	By trust (8)
Class B common stock	(6)							(6)	(6)	Class A common stock	4863335		4863335	I	By trust (9)

Explanation of Responses:

(1) Shares held of record by Dustin Moskovitz, Trustee of The Dustin A. Moskovitz Trust dated December 27, 2005.

(2) The range of prices for the shares of Class A common stock is from \$18.19 to \$18.74. Mr. Moskovitz undertakes that he will provide,

upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

- (3) The range of prices for the shares of Class A common stock is from \$18.74 to \$19.26. Mr. Moskowitz undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (4) The range of prices for the shares of Class A common stock is from \$18.78 to \$19.42. Mr. Moskowitz undertakes that he will provide, upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (5) Excludes 106,756,629 Class A common stock shares issuable upon conversion of the trust's Class B common stock shares.
- (6) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.
- (7) Shares held of record by Dustin A. Moskowitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.
- (8) Shares held of record by Dustin Moskowitz, Trustee of The Dustin Moskowitz 2008 Annuity Trust dated March 10, 2008.
- (9) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskowitz 2009 Trust, a trust established pursuant to the Dustin A. Moskowitz 2009 Trust Agreement dated January 1, 2009.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moskovitz Dustin A. P.O. BOX 2929 SAN FRANCISCO, CA 94126		X		

Signatures

/s/ Rakesh Mehta, as attorney-in-fact for Dustin A. Moskowitz

9/7/2012

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.