

# 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  
or Section 30(h) 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)
<b>Zuckerberg Mark</b>	<b>Facebook Inc [ FB ]</b>	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>COB and CEO</b>
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
<b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>	<b>12/18/2012</b>	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>MENLO PARK, CA 94025</b>		<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	12/18/2012		C (1)		18000000 (1)	A	\$0.00	18000116	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)
Class A Common Stock	12/18/2012		G	V	18000000 (3)	D	\$0.00	116	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock (4)	(4)	12/18/2012		C		18000000	(4)	(4)	Class A Common Stock (5)	18000000	\$0.00	391788289 (6)	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)
														By Mark Zuckerberg, Trustee of

**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 <sup>(4)</sup>	<sup>(4)</sup>								<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	3380796 <sup>(7)</sup>		3380796 <sup>(7)</sup>	I	The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008 <sup>(8)</sup>	
Class B Common Stock <sup>(4)</sup>	<sup>(4)</sup>								<sup>(4)</sup>	<sup>(4)</sup>	Class A Common Stock	3		3	I	By Mark Zuckerberg, Trustee of the Openess Trust, dated April 12, 2012 <sup>(9)</sup>	

**Explanation of Responses:**

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock at the election of the holder.
- (2) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- (3) Represents shares of Class A Common Stock that Mark Zuckerberg donated as a gift to Silicon Valley Community Foundation ("SVCF"). Mr. Zuckerberg does not exercise voting or investment control, directly or indirectly, over SVCF or any of its affiliates, or over the donated shares following this transfer.
- (4) 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.
- (5) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (6) Includes 36,027 shares distributed by The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (7) Excludes 36,027 shares contributed to The Mark Zuckerberg Trust dated July 7, 2006.
- (8) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (9) Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust dated April 12, 2012.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025</b>	<b>X</b>	<b>X</b>	<b>COB and CEO</b>	

**Signatures**

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg

12/18/2012

<sup>\*\*</sup> 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.

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