

[] 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 Add	lress of Re	eporting	Person *	2	. Is	ssue	er Nam	ne and	Ti	icke	er or T	rad	ling Sy	mbo	ol 5. Relati (Check a	onship o		g Person(s) to Issue
Zuckerberg N	Iark			F	a	ceb	ook i	Inc [Fl	B]									
(Last)	(First)	(Mic	idle)	3	. D	ate	of Ea	rliest 7	ra	nsa	ction	(MN	I/DD/YY	YYY)	X Di	irector		_X_1	0% Owner
, ,		•	,												X Of below)	fficer (give t	itle below)	Ot	her (specify
C/O FACEBO WILLOW RO		IC., 16	01					5,	22	2/2	012				COB an	d CEO			
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(Street)							nent, D	at	e O	rigina	l Fi	led				oint/Group	Filing (C	Check
MENH O DAI		0.4025		(1	MM	/DD	/YYYY)							Applicable	Line)			
MENLO PAR	,														_ X _ Form	n filed by Or	ne Reporting I	Person	
(City)	(State)	(Zip)												Form f	filed by Mor	e than One Re	eporting Per	son
		Table 1	I - Non-	Deriv	vat	ive	Secur	rities A	\c(guir	red, E	isp	osed o	f, or	r Beneficia	lly Owne	ed		
1.Title of Security (Instr. 3)				2. Trans. Date		2A. Dee	emed	3. Tran Code	s.	4. S (A)	4. Securities Ac (A) or Disposed (Instr. 3, 4 and		d of (D) Follow		mount of Securities Beneficially Owned wing Reported Transaction(s) r. 3 and 4)			7. Nature of Indirect Beneficial	
						Da an	ate, if	`	Ť	Ť		(A)	<u> </u>	┤`	ŕ			Direct (D or Indirec	Ownership
							.,	Code	v		mount	or (D)	Price					(I) (Instr. 4)	` ′
Class A Common Stock					5/22/2012			C	ľ	1	200000	(D)	\$0.00		3	0200000		D	
Class A Common Sto	ock			5/22/2	2012	2		s		302	200000	D	\$37.58			0		D	
Tab	Ja II. Day	nivotivo	Coormiti	og D	. .	fic	ally (humad			nut	2 04	alla w	0 10 10 10 10 10 10 10 10 10 10 10 10 10	ents ontion	ag gonro	ntible see	witing)	'
1. Title of Derivate	2.	3. Trans.	3A.	4.	ene	_	Number of		_	_	rcisable				nts, option		9. Number	10.	11. Nature of
Security	Conversion or Exercise	Date 1	Deemed Execution Date, if	Trans. Code (Instr.		Derivative Securities Acquired (A			and Expiration Date Securit			Securiti	es Underlying Derivative of		1	Ownership	Indirect Beneficial		
(Instr. 3)	Price of											Derivative Security (Instr. 3 and 4)			(Instr. 5)	Securities 1	Derivative	Ownership	
	Derivative any Security					or I (D)	Disposed	l of										Security: Direct (D)	(Instr. 4)
						(Ins	str. 3, 4 a	and										or Indirect (I) (Instr.	
					1	3)		Б.			F .	.·			Amount or	1	Transaction	4)	
				Code	v	(A)	(D)	Date Exe		able	Expira Date	tion	Title		Number of Shares		(s) (Instr. 4)		
Class B Common		5/22/2012											Class						
Stock (1)	(1)	5/22/2012		C			302000	000	(1))	(1)	Comn Stock		30200000	\$0.00	30432762	D	
				1	+								Stock	•					By Mark
																			Zuckerberg Trustee of
																			The Mark
Class B Common	(1)							(1))	(1)		Class Comn		3416823		3416823	I	Zuckerberg 2008
Stock (1)													Stoc	k					Annuity Trust dated
																			March 13,
																			2008 (3)
																			By Mark
Class B Common	40								(1)		/1	`	Class		400552272		409752262		Zuckerberg Trustee of
Stock (1)	(1)								(1))	(1)	Comn Stock		409752262			I	The Mark Zuckerberg
																			Trust dated July 7, 2006

Tab	le II - Dei	rivative	Securiti	es Be	ene	efici	ally Ow	ned (<i>e.g.</i>	, puts, ca	alls, warra	nts, option	ıs, conve	rtible secu	ırities)	
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.		· · ·		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	10. Ownership Form of Derivative	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	′	
															(4)
Class B Common Stock (1)	(1)							(1)	(1)	Class A Common Stock	3		3	I	By Mark Zuckerberg, Trustee of the Openess Trust, dated April 12, 2012 (5)

Explanation of Responses:

- (1) 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.
- (2) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.
- (3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- (5) Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust dated April 12, 2012.

Reporting Owners

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

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg 5/22/2012

** Signature of Reporting Person

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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