

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 Add					_	· · N	T		Т	icker	or Tr								
1. Name and Address of Reporting Person *				2.	2. Issuer Name and Ticker or Trading Symbol								ng Symb	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Schroepfer Michael Todd					Facebook Inc [FB]														
(Last) (First) (Middle)				3.	3. Date of Earliest Transaction (MM/DD/YYYY)									Director		10% Owner			
C/O FACEBOOK, INC., 1601					4/15/2014									X Officer (give title below)			Other (specify		
														below) Chief Technology Officer					
WILLOW RO	<u> JAD</u>																		
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)									6. Individual or Joint/Group Filing (Check Applicable Line)					
MENLO PARK, CA 94025																			
(City) (State) (Zip)														_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table 1	[- Non-]	Deriv	ati	ive Se	cur	ities A	A c	quire	d, Di	spo	sed of,	or B	eneficially	y Owned			
1.Title of Security				2. Trar	ıs.	2A.		3. Tran	s.						mount of Secu			6.	7. Nature
(Instr. 3)			Date		Deem		Code (Instr. 8			sposed of (D) . 3, 4 and 5)			Own	ed Following Reported Transaction		ransaction(s)	(s) Ownership Form:	of Indirect Beneficial	
						Date,		(msu. c)) T	(IIISII.	3, 4 an	u <i>5)</i>			nstr. 3 and 4)			Direct (D)	Ownership
						any					(A)							or Indirect	
								Code	$ _{v}$	Amour	or (D)		Price					(I) (Instr. 4)	
Class A Common Sto	ock			4/15/2014				С		78702 (1)			\$0.00		279594		D		
Class A Common Sto	nek			4/15/20	1/15/2014			S	H	15600		\$58.8004 (3)		263994			D		
Class 11 Common Sto	, c.i.								l	(2)		φοο	0.0004			100771			
Class A Common Stock 4/3					5/2014					I D I do E o		9.3587 (4)		238519		D			
Class A Common Sto	ock			4/15/20	014			S		25475 (2)	D	\$59	0.3587 ⁽⁴⁾		2	238519		D	
		rivative	Securiti				lv C			(2)				ant			ible secur		
Tab	ole II - Dei		1	es Be		ficiall	•	Owned	_	(2) e.g.,]	puts,	cal	lls, warı		s, options	, convert	r	ities)	11 Nivers
Tab	ole II - Dei	3. Trans.	3A.	es Be	ne	ficiall 5. Num	nber	Owned	Da	(2) e.g. ,]	puts,	cal	lls, warı	nd An	s, options	, convert	9. Number	ities)	11. Nature
Tab	2. Conversion or Exercise	3. Trans.	3A. Deemed Execution	es Be 4. Trans Code	ne	ficiall 5. Num Deriva Securit	nber tive	Owned of 6. ar	Da	(2) e.g.,]	puts,	cal	7. Title ar Securities Derivativ	nd An s Und	es, options nount of lerlying purity	8. Price of Derivative Security	9. Number of derivative	ities) 10. Ownership Form of	of Indirect Beneficial
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of	3. Trans.	3A. Deemed Execution Date, if	es Be 4. Trans Code (Instr.	ne	5. Num Deriva Securit Acquir	nber of tive ties red (A	Owned of 6. ar A) or	Da	(2) e.g. ,]	puts,	cal	7. Title at Securities	nd An s Und	es, options nount of lerlying purity	8. Price of Derivative	9. Number of derivative Securities	ities) 10. Ownership Form of Derivative	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security	2. Conversion or Exercise	3. Trans.	3A. Deemed Execution	es Be 4. Trans Code	ne	ficiall 5. Num Deriva Securit	nber of tive ties red (A	Owned of 6. ar A) or	Da	(2) e.g. ,]	puts,	cal	7. Title ar Securities Derivativ	nd An s Und	es, options nount of lerlying purity	8. Price of Derivative Security	9. Number of derivative	ities) 10. Ownership Form of	of Indirect Beneficial
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	es Be 4. Trans Code (Instr.	ne	5. Num Deriva Securit Acquir Dispos	nber of tive ties red (A	Owned of 6. ar A) or f (D)	Da	(2) e.g. ,]	puts,	cal	7. Title ar Securities Derivativ	nd An s Und	es, options nount of lerlying purity	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	es Be 4. Trans Code (Instr.	ne	5. Num Deriva Securit Acquir Dispos	nber of tive ties red (A	Owned of 6. ar A) or f (D)	Da	(2) e.g. ,]	puts,	cal	7. Title ar Securities Derivativ	nd An s Und	es, options nount of lerlying purity	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	es Be 4. Trans Code (Instr.	ne	5. Num Deriva Securit Acquir Dispos	nber of tive ties red (A	Owned of 6. ar A) or f (D)	Da	e.g.,] ate Exercises Expiration	puts,	cal	7. Title an Securities Derivativ (Instr. 3 a	nd Ands Under Second 4)	s, options nount of lerlying eurity	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	es Be 4. Trans Code (Instr.	ne	5. Num Deriva Securit Acquir Dispos	nber ditive ties red (Ased of 3, 4 a	Owned of 6. ar A) or f (D) and	Da nd I	e.g.,] ate Exercises Expiration	puts, cisable on Dat	cal	7. Title an Securities Derivativ (Instr. 3 a	nd An s Unde e Second 4)	s, options nount of lerlying curity	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans Code (Instr. 8)	ne	ficiall 5. Num Deriva Securit Acquir Dispos (Instr. 25)	nber ditive ties red (Ased of 3, 4 a	Owned of 6. ar A) or f (D) and D	Da nd I	e.g.,] ate Exeres Expiration	puts, cisable on Dat	cal	7. Title an Securities Derivativ (Instr. 3 a	nd Ans Under Second 4)	nount of earlying eurity Amount or Number of	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if any	4. Trans Code (Instr. 8)	ne	ficiall 5. Num Deriva Securit Acquir Dispos (Instr. 25)	nber ditive ties red (Ased of 3, 4 a	Owned of 6. ar A) or f (D) and D E:	Da and I	e.g.,] ate Exeres Expiration	puts, cisable on Dat	cal	7. Title an Securities Derivativ (Instr. 3 a	nd And Se Under Second 4)	nount of earlying eurity Amount or Number of	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8)	ne	ficiall 5. Num Deriva Securit Acquir Dispos (Instr. 25)	nber of tive ties red (Asset of 3, 4 a	Owned of 6. ar A) or f (D) and D E:	Da and I	e.g.,] ate Exercise Expiration	puts, cisable on Dat	cal	7. Title an Securities Derivativ (Instr. 3 a	nd And Se Under Second 4)	nount of lerlying lerrity has a mount or Number of Shares	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)	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	nber of tive ties red (Asset of 3, 4 a	Owned of 6. ar A) or f (D) and D E:	Dand I	e.g.,] ate Exercises Expiration	puts, cisable on Dat Expira Date 8/25/2	cal	7. Title an Securities Derivativ (Instr. 3 a Title Class I Common Stock Class A	nd An s Undo e Secund 4) B on (7)	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8)	ne	ficiall 5. Num Deriva Securit Acquir Dispos (Instr. 25)	nber of tive ties red (Asset of 3, 4 a	Owned of 6. ar A) or f (D) and D E:	Dand I	e.g.,] ate Exercise Expiration	puts, cisable on Dat	cal	7. Title an Securities Derivativ (Instr. 3 a Title Class I Common Stock Class Common Class I C	nd An S Unddee Sec Second 4) B B B C(7)	nount of lerlying lerrity has a mount or Number of Shares	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)	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	nlber of titive titive titive titive titive titive titive titive and the titive	Owned of 6. ar A) or f (D) and DE:	Dand I	e.g.,] ate Exercises Expiration	puts, cisable on Dat Expira Date 8/25/2	cal	7. Title an Securities Derivativ (Instr. 3 a Title Class I Common Stock	nd An S Undd e Sec und 4) B B B CON (7) A DON	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	nber of tive ties red (Asset of 3, 4 a	Owned of 6. ar A) or f (D) and DE:	ate	e.g.,] ate Exercises Expiration	puts, cisable on Dat Expira Date 8/25/2	cal	7. Title an Securities Derivativ (Instr. 3 a Title Class I Common Stock Class Common Class I C	nd An s Und e Sec nd 4) B B On (7) A On A On	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code M M	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	nlber of tive cred (A seed of 187)	Owned of 6. ar A) or f (D) and DE:	ate	e.g.,] ate Exercisable (6)	puts, puts, Expira Date 8/25/2	cal	7. Title an Securities Derivative (Instr. 3 a Title Class I Commo Stock Class A Commo	nd An s Und e Sec e Sec nnd 4) B B D D D A D D D A D D D D D D D D D	Amount or Number of Shares 18750	8. Price of Derivative Security (Instr. 5) \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 56250	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7) Restricted Stock	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code M M	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	nlber of tive cred (A seed of 187)	Dwned A) or f (D) and DE E: 550	ate	e.g.,] ate Exercisable (6) (7)	puts, puts, Expira Date 8/25/2	cal eee	7. Title an Securities Derivativ (Instr. 3 a Title Class I Common Stock Class A Common Stock Class A Common Stock	nd An s Undd An s I s I s I s I s I s I s I s I s I s	Amount or Number of Shares 18750	8. Price of Derivative Security (Instr. 5) \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 56250	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7)	2. Conversion or Exercise Price of Derivative Security (5)	3. Trans. Date 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code M M C	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	187 (8	Dwned A) or f (D) and DE E: 550	ate	e.g.,] ate Exercisable (6) (7)	puts, cisable on Date	cal eee	7. Title an Securities Derivative (Instr. 3 and Title Class In Common Stock Class In Com	nd An s Undd An s I s I s I s I s I s I s I s I s I s	Amount or Number of Shares 18750 18750	\$0.00 \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 56250 18750	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7) Restricted Stock	2. Conversion or Exercise Price of Derivative Security (5)	3. Trans. Date 4/15/2014 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code M M C	ne	ficiall 5. Num Deriva Securit Acquir Dispos (Instr.: 5) (A)	187 (8	Dwned A) or f (D) and DE E: 550	ate	e.g.,] ate Exercisable (6) (7)	puts, cisable on Date	cal eee	7. Title an Securities Derivative (Instr. 3 and Stock) Class Common Stock	nd An s Undde e Secund 4) BB Bon C(7) AA Don BB C(7)	Amount or Number of Shares 18750 18750	\$0.00 \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 56250 18750	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7) Restricted Stock Unit (RSU) Class B Common	2. Conversion or Exercise Price of Derivative Security (5)	3. Trans. Date 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code M M C	ne	5. Num Deriva Securit Acquir Dispos (Instr 5)	187 (8	Dwned A) or f (D) and DE E: 550	ate	e.g.,] ate Exercisable (6) (7)	puts, cisable on Date	cal e e e e e e e e e e e e e e e e e e e	7. Title an Securities Derivative (Instr. 3 and Stock) Class I Common Stock	nd An s Unddee Secund 4) BB BODD (7) AA DDD BB DDD (7) AA DDD AB DD AB D	Amount or Number of Shares 18750 18750	\$0.00 \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 56250 18750	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D D	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Unit (RSU) Class B Common Stock (7) Class B Common Stock (7) Restricted Stock Unit (RSU)	2. Conversion or Exercise Price of Derivative Security (5)	3. Trans. Date 4/15/2014 4/15/2014 4/15/2014	3A. Deemed Execution Date, if any	es Be 4. Trans Code (Instr. 8) Code M M C	ne	ficiall 5. Num Deriva Securit Acquir Dispos (Instr.: 5) (A)	187 (8	Dwned A) or f (D) and D E: 550	ate	(2) e.g. ,] ate Exercises Expiration cisable (6) (7) (9)	Expira Date 8/25/2	cal e e e e e e e e e e e e e e e e e e e	7. Title an Securities Derivativ (Instr. 3 a Title Class I Common Stock	nd An s Undd An	Amount or Number of Shares 18750 18750 59952	\$0.00 \$0.00 \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 56250 0 839329	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D D D	of Indirect Beneficial Ownership

Explanation of Responses:

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the settlement of the restricted stock units (the "RSUs") listed in Table II.
- (2) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.13 to \$59.11 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.13 to \$59.64 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).
- (5) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (6) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17, 2012. The service-based vesting condition was satisfied as to 1/5th of the total number of shares on July 15, 2010 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
- (7) 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.
- (8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
- (9) The RSUs vest as to 1/16th of the total shares quarterly, beginning on January 15, 2014, subject to continued service through each vesting date.

Reporting Owners

Paparting Owner Name / Address	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			Chief Technology Officer						

Signatures

/s/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer

4/17/2014

Date

** 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.

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.