

# 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

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 Address of Reporting Person *                       |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| GRAHAM DONALD   |  | Facebook Inc [ FB ]                               |  | <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br>_____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |  |
| (Last) (First) (Middle)   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| C/O THE WASHINGTON POST COMPANY, 1150 15TH ST., N.W., 9TH FLOOR |  | 11/17/2012  |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| WASHINGTON, DC 20071-0001                                       |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br>_____ 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            | 11/17/2012     |                                   | C                         |   | 895830 (1)  | A          | \$0.00        | 895830   | D  |   |
| Class A Common Stock            | 11/19/2012     |                                   | S (2)                     |   | 251200  | D          | \$23.3822 (3) | 644630   | D  |   |
| Class A Common Stock            | 11/19/2012     |                                   | S (2)                     |   | 35466   | D          | \$23.9339 (4) | 609164   | D  |   |

**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 |  |   |  |  |
| Restricted Stock Units (RSU)             | (5)  | 11/17/2012     |                                   | M                         |   | 895830   | (6)                                     | 12/7/2019       | Class B Common Stock (7)  | 895830                     | \$0.00                                     | 104170  | D  |  |
| Class B Common Stock (7)                 | (7)  | 11/17/2012     |                                   | M                         |   | 895830   | (7)                                     | (7)             | Class A Common Stock  | 895830                     | \$0.00                                     | 895830  | D  |  |
| Class B Common Stock (7)                 | (7)  | 11/17/2012     |                                   | C                         |   | 895830 (8)   | (7)                                     | (7)             | Class A Common Stock  | 895830                     | \$0.00                                     | 0   | D  |  |

#### 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 ("RSUs") listed in Table II.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person for the sole purpose of covering the reporting person's tax liability in connection with the settlement of the RSUs listed in Table II.

- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.85 to \$23.84 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).
- (4) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.85 to \$24.06 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 (4).
- (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. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/4 of the total number of shares on April 1, 2010 and then 1/48th 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.

#### Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>GRAHAM DONALD</b><br><b>C/O THE WASHINGTON POST COMPANY</b><br><b>1150 15TH ST., N.W., 9TH FLOOR</b><br><b>WASHINGTON, DC 20071-0001</b> | <b>X</b>      |           |         |       |

#### Signatures

/s/ Michael Johnson as attorney-in-fact for Donald E. Graham

11/20/2012

\*\* 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.