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

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)
EBERSMAN DAVID A	**Facebook Inc [FB]**	_____ Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ X __ Officer (give title below) _____ Other (specify below)
C/O FACEBOOK, INC., 1601 WILLOW ROAD	**3/15/2014**	**Chief Financial Officer**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MENLO PARK, CA 94025		_ X _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

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) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Class A Common Stock	3/15/2014		C		112500 (1)	A	$0.00	405831	D	
Class A Common Stock	3/17/2014		S		58714 (2)	D	$68.1226 (3)	347117	D	
Class A Common Stock								318924	I	**By The Ebersman Family Trust UA DTD 5/29/02** (4)
Class A Common Stock								108090	I	**By The Ebersman Family 2012 Irrevocable Trust** (5)

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	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)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Units (RSU)	(6)	3/15/2014		M			112500 (7)		10/25/2019	**Class B Common Stock** (8)	112500	$0.00	675000	D	
Class B Common Stock (8)	(8)	3/15/2014		M		112500		(8)	(8)	**Class A Common Stock**	112500	$0.00	112500	D	
Class B Common Stock (8)	(8)	3/15/2014		C			112500 (9)	(8)	(8)	**Class A Common Stock**	112500	$0.00	0	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(10)	3/17/2014		A		**128290**		(11)	3/16/2024	**Class A Common Stock**	128290	$0.00	128290	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 (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 $67.79 to $68.35 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)   Shares held of record by The Ebersman Family Trust UA DTD 5/29/02, David A. Ebersman and Michelle Ebersman, Trustees.

(5)   Shares held of record by The Ebersman Family 2012 Irrevocable Trust, David A. Ebersman and Michelle Ebersman, Trustees, the beneficiaries of which include the reporting person's minor children.

(6)   Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

(7)   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 September 15, 2010 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

(8)   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.

(9)   The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(10)   Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.

(11)   The RSUs vest as to 1/16th of the total shares quarterly, beginning May 15, 2015, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EBERSMAN DAVID A **C/O FACEBOOK, INC.** **1601 WILLOW ROAD** **MENLO PARK, CA 94025**			**Chief Financial Officer**	

Signatures

/s/ Michael Johnson as attorney-in-fact for David A. Ebersman	**3/18/2014**
** 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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