

[] 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.									ng Symt	Check all			Person(s)	to issuer	
Schroepfer Michael Todd				F	Facebook Inc [FB]														
(Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD				3.	11/20/2012										Director 10% Owner X Officer (give title below) Other (special below) VP Engineering				
**************************************	(Street)					Amen		ent, E	at	e Orig	inal	File	ed		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 l	- Non-l	Deriv	ativ	ve Sec	curi	ties A	١c	auired	l. Di	SDO	sed of. o	or B	eneficiall	v Owned			
1.Title of Security (Instr. 3)			2. Tran Date		2A. Deemed Execution Date, if		3. Trans Code		4. Secur or Dispo	curities Acquesposed of (D)		iired (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)		icially	Ownership Form:	7. Nature of Indirect Beneficial Ownership		
						any		Code	v	Amount	(A) or (D)		Price	, , ,		or Indirect (I) (Instr. 4)			
Class A Common Sto	ock			11/29/2	2012			S (1)		15714	D	\$	26.94		1	461052		D	
Class A Common Sto	ock			12/1/20)12			C		23764	A	\$	\$0.00		1	484816		D	
Class A Common Sto	ock			12/3/20)12			S (1)		31429	D	\$27.	.9418 (3)		1	453387	D		
	Class A Common Stock 12						3/2012								1429816				
Class A Common Sto	ock			12/3/20)12			S (1)		23571	D	\$	28.00		1	429816		D	
		rivative :	Securiti			icially	v O							ante			ihle secur		
	2. Conversion or Exercise Price of Derivative Security	3. Trans.	Securition 3A. Deemed Execution Date, if	es Be	nef	icially Numb Derivati Securitic Acquire Dispose (Instr. 3	ber of ive ies ed (A)	wned f 6. an f Or D	Da		outs,	cal		nd Ans S Under S Sect	s, options nount of erlying urity		9. Number	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	4. Trans. Code (Instr.	## 1	5. Numb Derivati Securition Acquire Dispose	ber of ive ies ed (A)	wned f 6. an f Or Die	Da d F	e.g. , p	outs,	cal	ls, warn 7. Title ar Securities Derivative	nd Am s Unde e Sect and 4)	s, options nount of erlying urity	8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following	ities) 10. Ownership Form of Derivative Security: Direct (D)	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security	2. Conversion or Exercise Price of Derivative	3. Trans.	3A. Deemed Execution Date, if	4. Trans. Code (Instr. 8)	## 1	5. Numb Derivati Securiti Acquire Dispose (Instr. 3	ber of ive ies ed (A) ed of	wned f 6. an f (D) and DE Ex	Da d F	e.g. , p tte Exerc Expiratio	outs,	cal	ls, warr 7. Title ar Securities Derivative (Instr. 3 a	nd Am s Under Section 4)	s, options nount of erlying urity 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 Security	3. Trans. Date	3A. Deemed Execution Date, if	4. Trans Code (Instr. 8)	nef	5. Numb Derivati Securiti Acquire Dispose (Instr. 3	ber of ive ies ed (A) ed of (B), 4 ar	wned f 6. an f (D) and DE Ex	Da ad F	e.g., p	outs, isable in Date	cal	ls, warı 7. Title ar Securities Derivative (Instr. 3 a	nd Am s Under se Section 4)	s, options mount of erlying urity 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)	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Units (RSU) Class B Common	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if	4. Trans. Code (Instr. 8)	nef	5. Numb Derivati Securiti Acquire Dispose (Instr. 3	ber of ive ies ed (A) ed of (B), 4 ar	f 6 an D D Ex	Dad E	e.g. , pate Exerc Expiration	Duts, isable in Date Expira Date	cal	7. Title ar Securities Derivative (Instr. 3 a Title Class I Common Stock Class A Common Com	nd Am s Unde e Section 4) B B B C(6) A A D D D A A D D D D D D D D D D D D	s, options mount of erlying urity 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)	of Indirect Beneficial Ownership
Tab 1. Title of Derivate Security (Instr. 3) Restricted Stock Units (RSU) Class B Common Stock (6) Class B Common	2. Conversion or Exercise Price of Derivative Security (4)	3. Trans. Date 12/1/2012 12/1/2012	3A. Deemed Execution Date, if	4. Trans. Code (Instr. 8) Code M	nef	5. Numb Derivati Securitic Acquire Dispose (Instr. 3 5) (A)	(D) 1961	Documents Docu	Dad F	e.g. , p tte Exerc Expiration Cisable I (6)	Expira Date	cal	7. Title ar Securities Derivative (Instr. 3 a Title Class I Common Stock Class A Common Stock Class A Common Stock	nd Am s Undd Am	s, options mount of erlying urity Amount or Number of Shares 19610	s. Price of Derivative Security (Instr. 5) \$0.00	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 215755	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 Units (RSU) Class B Common Stock (6) Class B Common Stock (6) Class B Common	2. Conversion or Exercise Price of Derivative Security (4)	3. Trans. Date 12/1/2012 12/1/2012	3A. Deemed Execution Date, if	4. Trans. Code (Instr. 8) Code M F	nef	5. Numb Derivati Securitic Acquire Dispose (Instr. 3 5)	bber or ive lies ed (A) ed of (D) 1961 1961 1961	DEF	Da ad F	e.g., pate Exerc Expiration Cisable II (6) (6)	Expira Date (6	cal	7. Title ar Securities Derivative (Instr. 3 a a securities Derivative (Instr. 3 a securities Common Stock	nd Am s Undd Am	s, options nount of erlying urity Amount or Number of Shares 19610 19610	solution (solution), convert (solution), convert (solution), solution (s	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) 215755 19610	ities) 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) D D	of Indirect Beneficial Ownership

Tab	le II - Dei	ivative :	Securitie	es Be	ne	ficial	ly Own	ed (<i>e.g.</i> ,	puts, cal	lls, warran	ts, options	, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if	4. Trans.		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	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 (6)	(6)	12/1/2012		F			11652 (7)	(6)	(6)	Class A Common Stock	11652	\$0.00	13308	D	
Class B Common Stock (6)	(6)	12/1/2012		С			13308 (8)	(6)	(6)	Class A Common Stock	13308	\$0.00	0	D	

Explanation of Responses:

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$28.00 per share, which represented the closing price of the issuer's Class A Common Stock on November 30, 2012.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.89 to \$27.97 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) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- (5) 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 1/5th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.
- (6) 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.
- (7) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.
- (8) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.
- (9) 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 1/5th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

Reporting Owners

Danastina Ovyman Nama / Addusa	Relationships						
Reporting Owner Name / Addres	S Director	10% Owner	Officer	Other			
Schroepfer Michael Todd C/O FACEBOOK, INC. 1601 WILLOW ROAD			VP Engineering				
MENLO PARK, CA 94025							

Signatures

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

12/3/2012

** 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.

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.