

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
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longer subject to Section 16.  
Form 4 or Form 5  
obligations may continue.  
See Instruction 1(b).

## 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)
<b>Schroepfer Michael Todd</b>	<b>Facebook Inc [ FB ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP Engineering</b>
(Last) (First) (Middle) <b>C/O FACEBOOK, INC., 1601 WILLOW ROAD</b>	3. Date of Earliest Transaction (MM/DD/YYYY) <b>11/29/2012</b>	
(Street) <b>MENLO PARK, CA 94025</b>	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/29/2012		S (1)	15714 D \$26.94	1461052	D	
Class A Common Stock	12/1/2012		C	23764 (2) A \$0.00	1484816	D	
Class A Common Stock	12/3/2012		S (1)	31429 D \$27.9418 (3)	1453387	D	
Class A Common Stock	12/3/2012		S (1)	23571 D \$28.00	1429816	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 Units (RSU)	(4)	12/1/2012		M	19610	(5) 1/11/2019	Class B Common Stock (6) 19610	\$0.00	215755	D	
Class B Common Stock (6)	(6)	12/1/2012		M	19610	(6) (6)	Class A Common Stock 19610	\$0.00	19610	D	
Class B Common Stock (6)	(6)	12/1/2012		F	9154 (7)	(6) (6)	Class A Common Stock 9154	\$0.00	10456	D	
Class B Common Stock (6)	(6)	12/1/2012		C	10456 (8)	(6) (6)	Class A Common Stock 10456	\$0.00	0	D	
Restricted Stock Units (RSU)	(4)	12/1/2012		M	24960	(9) 1/11/2019	Class B Common Stock 24960	\$0.00	224670	D	
Class B Common Stock (6)	(6)	12/1/2012		M	24960	(6) (6)	Class A Common Stock 24960	\$0.00	24960	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative 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				
<b>Class B Common Stock</b> (6)	(6)	12/1/2012		F		11652 (7)	(6)	(6)	<b>Class A Common Stock</b>	11652	\$0.00	13308	D	
<b>Class B Common Stock</b> (6)	(6)	12/1/2012		C		13308 (8)	(6)	(6)	<b>Class A Common Stock</b>	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**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Schroepfer Michael Todd</b> <b>C/O FACEBOOK, INC.</b> <b>1601 WILLOW ROAD</b> <b>MENLO PARK, CA 94025</b>			<b>VP Engineering</b>	

**Signatures**

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

12/3/2012

\*\* 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.

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