

FORM 4

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

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

[] Check this box if no
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)
Zuckerberg Mark	Facebook Inc [FB]	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) COB and CEO
(Last) (First) (Middle) C/O FACEBOOK, INC., 1601 WILLOW ROAD	3. Date of Earliest Transaction (MM/DD/YYYY) 5/5/2014	
(Street) MENLO PARK, CA 94025	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	5/8/2014		C		3999000 (1)	A	\$0.00	3999241	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)
Class A Common Stock	5/8/2014		G	V	3999000	D	\$0.00	241	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)
Class A Common Stock	5/8/2014		G	V	1333000	A	\$0.00	1333000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1 dated 5/8/2014 (3)
Class A Common Stock	5/8/2014		G	V	1333000	A	\$0.00	1333000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2 dated 5/8/2014 (4)
Class A Common Stock	5/8/2014		G	V	1333000	A	\$0.00	1333000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3 dated 5/8/2014 (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)		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				
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	5/5/2014		G	V		28200	⁽⁶⁾	⁽⁶⁾	Class A Common Stock	28200	\$0.00	3297765	I	By Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008 ⁽⁷⁾
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	5/5/2014		G	V	28200		⁽⁶⁾	⁽⁶⁾	Class A Common Stock	28200	\$0.00	373871320	I	BY Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ⁽²⁾
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	5/8/2014		G	V		3999000	⁽⁶⁾	⁽⁶⁾	Class A Common Stock	3999000	\$0.00	45083762	D	
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	5/8/2014		G	V	3999000		⁽⁶⁾	⁽⁶⁾	Class A Common Stock	3999000	\$0.00	377870320	I	By Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ⁽²⁾
Class B Common Stock ⁽⁶⁾	⁽⁶⁾	5/8/2014		C			3999000 ⁽⁸⁾	⁽⁶⁾	⁽⁶⁾	Class A Common Stock	3999000	\$0.00	373871320	I	By Mark Zuckerberg, Trustee of the Mark Zuckerberg Trust dated July 7, 2006 ⁽²⁾
Class B Common Stock ⁽⁶⁾	⁽⁶⁾							⁽⁶⁾	⁽⁶⁾	Class A Common Stock	3		3	I	By Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012 ⁽⁹⁾

Explanation of Responses:

- (1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock at the election of the holder.
- (2) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- (3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.
- (5) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.
- (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) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (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) Shares held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012.

Reporting Owners

--	--

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	X	X	COB and CEO	

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg

5/12/2014

** 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.

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.