

Moskovitz Dustin A.  
Form 4  
September 04, 2012

**FORM 4**

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

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Moskovitz Dustin A.

(Last) (First) (Middle)

P.O. BOX 2929

(Street)

SAN FRANCISCO, CA 94126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Facebook Inc [FB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/30/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>common<br>stock            | 08/30/2012                              |                                                             | S                                    | 150,000 D                                                               | \$<br>19.1908 6,000,000<br>(2)                                                                                     | I                                                                       | By trust<br>(1)                                                   |
| Class A<br>common<br>stock            | 08/31/2012                              |                                                             | S                                    | 150,000 D                                                               | \$<br>18.1632 5,850,000<br>(3)                                                                                     | I                                                                       | By trust<br>(1)                                                   |
| Class A<br>common<br>stock            | 09/04/2012                              |                                                             | S                                    | 150,000 D                                                               | \$<br>17.7933 5,700,000<br>(4)                                                                                     | I                                                                       | By trust<br>(1)                                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Put or Call (Instr. 3) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           | Title                     | Amount or Number of Shares |
| Class B common stock                       | (5)                                                    |                                      |                                                    |                                |                                                                                         | (5)                                                      | (5)                                                           | Class A common stock      | 106,756,629                |
| Class B common stock                       | (5)                                                    |                                      |                                                    |                                |                                                                                         | (5)                                                      | (5)                                                           | Class A common stock      | 174,165                    |
| Class B common stock                       | (5)                                                    |                                      |                                                    |                                |                                                                                         | (5)                                                      | (5)                                                           | Class A common stock      | 14,404,516                 |
| Class B common stock                       | (5)                                                    |                                      |                                                    |                                |                                                                                         | (5)                                                      | (5)                                                           | Class A common stock      | 4,863,335                  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| Moskovitz Dustin A.<br>P.O. BOX 2929<br>SAN FRANCISCO, CA 94126 |               | X         |         |       |

## Signatures

/s/ Rakesh Mehta, as attorney-in-fact for Dustin A. Moskovitz

09/04/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Shares held of record by Dustin Moskowitz, Trustee of The Dustin A. Moskowitz Trust dated December 27, 2005.

The range of prices for the shares of Class A common stock is from \$19.06 to \$19.42. Mr. Moskowitz undertakes that he will provide,

(2) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Class A common stock is from \$18.03 to \$18.42. Mr. Moskowitz undertakes that he will provide,

(3) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Class A common stock is from \$17.56 to \$18.27. Mr. Moskowitz undertakes that he will provide,

(4) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

(5) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.

(6) Shares held of record by Dustin A. Moskowitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.

(7) Shares held of record by Dustin Moskowitz, Trustee of The Dustin Moskowitz 2008 Annuity Trust dated March 10, 2008.

(8) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskowitz 2009 Trust, a trust established pursuant to the Dustin A. Moskowitz 2009 Trust Agreement dated January 1, 2009.

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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