

Zuckerberg Mark
Form 4
December 18, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zuckerberg Mark

(Last) (First) (Middle)

C/O FACEBOOK, INC., 1601
WILLOW ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
COB and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
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Class A
Common
Stock

12/18/2012

C⁽¹⁾

18,000,000
(1)

A

\$ 0

18,000,116

I

Class A
Common
Stock

12/18/2012

G

V

18,000,000
(3)

D

\$ 0

116

I

By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006
(2)

By Mark Zuckerberg, Trustee of The Mark

Zuckerberg
Trust dated
July 7, 2006
(2)

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Class B Common Stock <u>(4)</u>	<u>(4)</u>	12/18/2012		C	18,000,000	<u>(4)</u> <u>(4)</u>	Class A Common Stock <u>(5)</u> 18,000,
Class B Common Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Class A Common Stock <u>(7)</u> 3,380,7
Class B Common Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Class A Common Stock 3

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

12/18/2012

__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) 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.
Represents shares of Class A Common Stock that Mark Zuckerberg donated as a gift to Silicon Valley Community Foundation ("SVCF").
 - (3) Mr. Zuckerberg does not exercise voting or investment control, directly or indirectly, over SVCF or any of its affiliates, or over the donated shares following this transfer.
 - (4) 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.
 - (5) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.
 - (6) Includes 36,027 shares distributed by The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
 - (7) Excludes 36,027 shares contributed to The Mark Zuckerberg Trust dated July 7, 2006.
 - (8) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
 - (9) Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust dated April 12, 2012.

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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