EDGAR Online

FACEBOOK INC

Reported by

MOSKOVITZ DUSTIN A.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/21/12 for the Period Ending 08/17/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
Telephone	650-618-7714
CIK	0001326801
Symbol	FB
SIC Code	7370 - Computer Programming, Data Processing, And
Industry	Computer Services
Sector	Technology

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2012, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] 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

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

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(f) 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)
Moskovitz Dustin A. (Last) (First) (Middle)	**Facebook Inc [FB]**	_____ Director __ **X** __ 10% Owner _____ Officer (give title below) _____ Other (specify below)
P.O. BOX 2929 (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **8/17/2012**	
SAN FRANCISCO, CA 94126 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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 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	**8/17/2012**		**C**		**7500000**	**A**	(1)	**7500000**	**I**	**By trust** (2)
Class A common stock	**8/17/2012**		**S**		**150000**	**D**	**$19.9982** (3)	**7350000**	**I**	**By trust** (2)
Class A common stock	**8/20/2012**		**S**		**150000**	**D**	**$19.4859** (4)	**7200000**	**I**	**By trust** (2)
Class A common stock	**8/21/2012**		**S**		**150000**	**D**	**$19.3840** (5)	**7050000**	**I**	**By trust** (2)

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)	**8/17/2012**		**C**			**7500000**	(6)	(6)	**Class A common stock**	**7500000**	(1)	**106756629**	**I**	**By trust** (2)
Class B common stock	(6)							(6)	(6)	**Class A common stock**	**174165**		**174165**	**I**	**By trust** (7)
Class B common stock	(6)							(6)	(6)	**Class A common stock**	**14404516**		**14404516**	**I**	**By trust** (8)
Class B common stock	(6)							(6)	(6)	**Class A common stock**	**4863335**		**4863335**	**I**	**By trust** (9)

Explanation of Responses:

(1) Converted from shares of Class B common stock into Class A common stock on a one-for-one basis.

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

(3) The range of prices for the shares of Class A common stock is from $19.95 to $20.08. Mr. Moskovitz undertakes that he will provide, 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.

(4) The range of prices for the shares of Class A common stock is from $18.79 to $20.03. Mr. Moskovitz undertakes that he will provide, 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 range of prices for the shares of Class A common stock is from $19.09 to $19.95. Mr. Moskovitz undertakes that he will provide, 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.

(6) 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.

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

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

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

Reporting Owners

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

Signatures

/s/ Rakesh Mehta, as attorney-in-fact for Dustin A. Moskovitz — **8/21/2012**

** 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.

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.