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MICROSOFT CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/22/12 for the Period Ending 05/22/12

Address	1601 WILLOW ROAD MENLO PARK, CA 94025
Telephone	650-618-7714
CIK	0001326801
Symbol	FB
SIC Code	7372 - Prepackaged Software
Industry	Software & Programming
Sector	Technology

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FORM 4

[X] 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

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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)
MICROSOFT CORP	**Facebook Inc [FB]**	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_____ Director __ **X** __ 10% Owner
ONE MICROSOFT WAY	**5/22/2012**	_____ Officer (give title below) _____ Other (specify below)
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
REDMOND, WA 98052-6399		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ 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	**5/22/2012**		**C**		**6556925**	**A**	(1)	**6556925**	**D**	
Class A Common Stock	**5/22/2012**		**S**		**6556925**	**D**	**$37.582**	**0**	**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				
Series D Preferred Stock (2)	(2)	**5/22/2012**		**C**			**32377940**	(2)	(2)	**Class B Common Stock**	**32784639**	(2)	**0**	**D**	
Class B Common Stock (3)	(2) (3)	**5/22/2012**		**C**		**32784639**		(3)	(3)	**Class A Common Stock**	**32784639**	(2) (3)	**32784639**	**D**	
Class B Common Stock (4)	(3)	**5/22/2012**		**C**			**6556925**	(3)	(3)	**Class A Common Stock**	**6556925**	(3)	**26227714**	**D**	

Explanation of Responses:

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

(2) Each of the 32,377,940 shares of Series D Preferred Stock held by Microsoft Corporation converted into 1.012561 Class B Common shares upon the closing of the Issuer's initial public offering; the Class B Common is convertible into Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date.

(3) Class B Common is convertible into Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date.

(4) Following the conversion described in (2) above, Microsoft converted 6,556,925 Class B Common Shares into Class A Common Stock,

as reflected here and in the first entry in Table I.

Remarks:

This Form 4 reflects the following transactions involving Microsoft Corporation ("Microsoft") in connection with the closing of the firm commitment public offering ("IPO") by Facebook, Inc. ("Facebook"): (1) the automatic conversion of Microsoft's Facebook Series D Preferred Stock into shares of Facebook Class B Common Stock, (2) Microsoft's subsequent conversion of certain of such shares of Facebook Class B Common Stock into shares of Facebook Class A Common Stock, and (3) Microsoft's subsequent sale of such shares of Facebook Class A Common Stock in connection with the IPO.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICROSOFT CORP ONE MICROSOFT WAY REDMOND, WA 98052-6399		**X**		

Signatures

Keith R. Dolliver, Assistant Secretary for Microsoft Corporation **5/22/2012**

** 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.