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FACEBOOK INC

Reported by

SCHROEPFER MICHAEL TODD

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/02/13 for the Period Ending 12/28/12

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

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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

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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 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)
Schroepfer Michael Todd	**Facebook Inc [FB]**	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_____ Director _____ 10% Owner
C/O FACEBOOK, INC., 1601 WILLOW ROAD	**12/28/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **VP Engineering**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
MENLO PARK, CA 94025		_ **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	**12/28/2012**		**C**		**215000** (1)	**A**	**$0.00**	**1599813**	**D**	
Class A Common Stock	**12/31/2012**		**S** (2)		**55000**	**D**	**$26.4177** (3)	**1544813**	**D**	
Class A Common Stock	**1/1/2013**		**C**		**25476** (4)	**A**	**$0.00**	**1570289**	**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				
Stock Option (right to buy Class B Common Stock)	**$1.854**	**12/28/2012**		**M**			**215000**	(5)	**1/11/2019**	**Class B Common Stock** (6)	**215000**	**$0.00**	**1496745**	**D**	
Class B Common Stock (6)	(6)	**12/28/2012**		**M**		**215000**		(6)	(6)	**Class A Common Stock**	**215000**	**$0.00**	**215000**	**D**	
Class B Common Stock (6)	(6)	**12/28/2012**		**C**			**215000**	(6)	(6)	**Class A Common Stock**	**215000**	**$0.00**	**0**	**D**	
Restricted Stock Units (RSU)	(7)	**1/1/2013**		**M**			**19615**	(8)	**1/11/2019**	**Class B Common Stock** (6)	**19615**	**$0.00**	**196140**	**D**	
Class B Common Stock (6)	(6)	**1/1/2013**		**M**		**19615**		(6)	(6)	**Class A Common Stock**	**19615**	**$0.00**	**19615**	**D**	
Class B Common Stock (6)	(6)	**1/1/2013**		**F**			**8776** (9)	(6)	(6)	**Class A Common Stock**	**8776**	**$0.00**	**10839**	**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				
Class B Common Stock (6)	(6)	**1/1/2013**		**C**			**10839** (10)	(6)	(6)	**Class A Common Stock**	**10839**	**$0.00**	**0**	**D**	
Restricted Stock Units (RSU)	(7)	**1/1/2013**		**M**			**24965**	(11)	**1/11/2019**	**Class B Common Stock**	**24965**	**$0.00**	**199705**	**D**	
Class B Common Stock (6)	(6)	**1/1/2013**		**M**		**24965**		(6)	(6)	**Class A Common Stock**	**24965**	**$0.00**	**24965**	**D**	
Class B Common Stock (6)	(6)	**1/1/2013**		**F**			**10328** (9)	(6)	(6)	**Class A Common Stock**	**10328**	**$0.00**	**14637**	**D**	
Class B Common Stock (6)	(6)	**1/1/2013**		**C**			**14637** (10)	(6)	(6)	**Class A Common Stock**	**14637**	**$0.00**	**0**	**D**	

Explanation of Responses:

(1) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the exercise of vested stock options.

(2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $26.19 to $26.94 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

(4) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of $26.63 per share, which represented the closing price of the issuer's Class A Common Stock on December 31, 2012.

(5) The option vested as to 1/5th of the total shares on August 25, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date. In connection with certain estate planning transfers, options to purchase an aggregate of 800,000 vested shares are held by Michael T. Schroepfer, Trustee of the Michael T. Schroepfer Annuity Trust u/a/d 6/27/11, Erin Hoffman, Trustee of The Erin Hoffman 2011 Annuity Trust u/a/d 6/27/11 and Michael Schroepfer and Erin Hoffman, Co-Trustees of the HS Trust u/a/d 9/28/11.

(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) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

(8) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17, 2012. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

(9) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax withholding and remittance obligations in connection with the net settlement of the RSUs and does not represent a sale by the reporting person.

(10) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of the RSUs.

(11) The RSUs were granted with both (a) a liquidity event-based vesting condition and (b) a service-based vesting condition, both of which conditions must be satisfied in order for the RSUs to vest. The liquidity event-based vesting condition was satisfied on November 17, 2012. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to continued service through each vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Schroepfer Michael Todd **C/O FACEBOOK, INC.** **1601 WILLOW ROAD** **MENLO PARK, CA 94025**			**VP Engineering**	

Signatures

/s/ David Kling as attorney-in-fact for Michael T. Schroepfer **1/2/2013**

** 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.

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