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FACEBOOK INC

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ZUCKERBERG MARK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/21/12 for the Period Ending 05/17/12

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

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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, 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)
Zuckerberg Mark (Last) (First) (Middle)	**Facebook Inc [FB]**	__ **X** __ Director __ **X** __ 10% Owner
C/O FACEBOOK, INC., 1601 WILLOW ROAD (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/17/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **COB and CEO**
MENLO PARK, CA 94025 (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			

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)	**$0.06**	**5/17/2012**		**M**			**60000000**	(2)	**11/7/2015**	**Class B Common Stock** (1)	**60000000**	**$0.00**	**60000000**	**D**	
Class B Common Stock (1)	(1)	**5/17/2012**		**M**		**60000000**		(1)	(1)	**Class A Common Stock**	**60000000**	**$0.00**	**60632762**	**D**	
Class B Common Stock (1)	(1)							(1)	(1)	**Class A Common Stock**	**3416823**		**3416823**	**I**	**By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008** (3)
Class B Common Stock (1)	(1)							(1)	(1)	**Class A Common Stock**	**409752262**		**409752262**	**I**	**By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006** (4)

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 (1)	(1)							(1)	(1)	**Class A Common Stock**	**3**		**3**	**I**	**By Mark Zuckerberg, Trustee of the Openess Trust, dated April 12, 2012** (5)

Explanation of Responses:

(1) The Class B Common Stock is convertible into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date. Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-179287) under the Securities Act of 1933, as amended, the Class B Common Stock will also become convertible into the issuer's Class A Common Stock on the same basis upon certain transfers of such shares.

(2) Option was fully vested on November 1, 2010.

(3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.

(4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.

(5) Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust dated April 12, 2012.

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 **5/21/2012**

** 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.

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