

Schroepfer Michael Todd
 Form 4
 January 02, 2013

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Schroepfer Michael Todd

(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)
 12/28/2012

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)
 VP Engineering

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/28/2012		C		215,000 ⁽¹⁾	A	\$ 0
Class A Common Stock	12/31/2012		S ⁽²⁾		55,000	D	\$ 26.4177 ⁽³⁾
Class A Common Stock	01/01/2013		C		25,476 ⁽⁴⁾	A	\$ 0

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (right to buy Class B Common Stock)	\$ 1.854	12/28/2012		M		(5) 01/11/2019	Class B Common Stock (6)
Class B Common Stock (6)	(6)	12/28/2012		M	215,000	(6) (6)	Class A Common Stock
Class B Common Stock (6)	(6)	12/28/2012		C	215,000	(6) (6)	Class A Common Stock
Restricted Stock Units (RSU)	(7)	01/01/2013		M	19,615	(8) 01/11/2019	Class B Common Stock (6)
Class B Common Stock (6)	(6)	01/01/2013		M	19,615	(6) (6)	Class A Common Stock
Class B Common Stock (6)	(6)	01/01/2013		F	8,776 (9)	(6) (6)	Class A Common Stock
Class B Common Stock (6)	(6)	01/01/2013		C	10,839 (10)	(6) (6)	Class A Common Stock
Restricted Stock Units (RSU)	(7)	01/01/2013		M	24,965	(11) 01/11/2019	Class B Common Stock
	(6)	01/01/2013		M	24,965	(6) (6)	

Class B Common Stock <u>(6)</u>								Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>	01/01/2013	F	10,328 <u>(9)</u>	<u>(6)</u>	<u>(6)</u>		Class A Common Stock
Class B Common Stock <u>(6)</u>	<u>(6)</u>	01/01/2013	C	14,637 <u>(10)</u>	<u>(6)</u>	<u>(6)</u>		Class A Common Stock

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 01/02/2013

__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 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.
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
- (5) 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,

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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.

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,

- (11) 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.

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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