

Athwal Jas
Form 4
May 15, 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 *
Athwal Jas

(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)

05/15/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Accounting Officer

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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 05/15/2013 | | C | (1) | 3,631 | A | \$ 0 173,933 D |
| Class A Common Stock | 05/15/2013 | | S(2) | 125 | D | \$ 26.92 | 173,808 D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit (RSU) | (3) | 05/15/2013 | | M | 7,080 | (4) 08/25/2020 | Class B Common Stock (5) 7,080 |
| Class B Common Stock (5) | (5) | 05/15/2013 | | M | 7,080 | (5) (5) | Class A Common Stock 7,080 |
| Class B Common Stock (5) | (5) | 05/15/2013 | | F | 3,695 (6) | (5) (5) | Class A Common Stock 3,695 |
| Class B Common Stock (5) | (5) | 05/15/2013 | | C | 3,385 (7) | (5) (5) | Class A Common Stock 3,385 |
| Restricted Stock Unit (RSU) | (3) | 05/15/2013 | | M | 516 | (8) 05/02/2022 | Class B Common Stock (5) 516 |
| Class B Common Stock (5) | (5) | 05/15/2013 | | M | 516 | (5) (5) | Class A Common Stock 516 |
| Class B Common Stock (5) | (5) | 05/15/2013 | | F | 270 (6) | (5) (5) | Class A Common Stock 270 |
| Class B Common Stock (5) | (5) | 05/15/2013 | | C | 246 (7) | (5) (5) | Class A Common Stock 246 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Athwal Jas C/O FACEBOOK, INC. 1601 WILLOW ROAD | | | Chief Accounting Officer | |

MENLO PARK, CA 94025

Signatures

/s/ Michael Johnson as attorney-in-fact for Jas
Athwal

05/15/2013

__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).
Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection
(1) with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$27.07 per share, which represented the closing price of the issuer's Class A Common Stock on May 14, 2013.
(2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
(3) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
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 condition was satisfied on November 17, 2012. The
(4) service-based condition was satisfied as to 1/4th of the total number of shares on August 15, 2011 and then, an additional 1/16th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date.
(5) 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.
(6) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of RSUs and does not represent a sale by the reporting person.
(7) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of RSUs.
(8) The RSU vested as to 1/4th of the total shares on February 15, 2013, and then 1/16th of the total shares vest quarterly 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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