

Moskovitz Dustin A.
Form 4
September 07, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Moskovitz Dustin A.

(Last) (First) (Middle)
P.O. BOX 2929
(Street)
SAN FRANCISCO, CA 94126
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

3. Date of Earliest Transaction (Month/Day/Year)
09/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Class A common stock | 09/05/2012 | | S | | 150,000 D \$ 18.53 (2) | 5,550,000 | I By trust (1) |
| Class A common stock | 09/06/2012 | | S | | 2,775,000 D \$ 18.9807 (3) | 2,775,000 | I By trust (1) |
| Class A common stock | 09/07/2012 | | S | | 2,775,000 D \$ 19.0889 (4) | 0 (5) | I By trust (1) |

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 Securities (Instr. 3 and 4) | 8. P. Deri Secu (Inst | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 106,756,629 |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 174,165 |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 14,404,516 |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 4,863,335 |

Reporting Owners

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

Moskovitz Dustin A.
P.O. BOX 2929
SAN FRANCISCO, CA 94126

X

Signatures

/s/ Rakesh Mehta, as attorney-in-fact for Dustin A. Moskovitz

09/07/2012

**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) Shares held of record by Dustin Moskowitz, Trustee of The Dustin A. Moskowitz Trust dated December 27, 2005.

The range of prices for the shares of Class A common stock is from \$18.19 to \$18.74. Mr. Moskowitz undertakes that he will provide,

(2) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Class A common stock is from \$18.74 to \$19.26. Mr. Moskowitz undertakes that he will provide,

(3) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

The range of prices for the shares of Class A common stock is from \$18.78 to \$19.42. Mr. Moskowitz undertakes that he will provide,

(4) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.

(5) Excludes 106,756,629 Class A common stock shares issuable upon conversion of the trust's Class B common stock shares.

(6) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.

(7) Shares held of record by Dustin A. Moskowitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.

(8) Shares held of record by Dustin Moskowitz, Trustee of The Dustin Moskowitz 2008 Annuity Trust dated March 10, 2008.

(9) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskowitz 2009 Trust, a trust established pursuant to the Dustin A. Moskowitz 2009 Trust Agreement dated January 1, 2009.

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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