

Schroepfer Michael Todd
 Form 4
 May 17, 2012

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)
 05/17/2012

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount Number Shares
			Code V	(A) (D)				
Restricted Stock Units (RSU)	(1)	05/17/2012	A	1,176,825	(2)	01/11/2019	Class B Common Stock (3)	1,176,825
Restricted Stock Units (RSU)	(1)	05/17/2012	A	1,497,775	(4)	01/11/2019	Class B Common Stock (3)	1,497,775
Restricted Stock Units (RSU)	(1)	05/17/2012	A	1,125,000	(5)	08/25/2019	Class B Common Stock (3)	1,125,000
Restricted Stock Units (RSU)	(1)	05/17/2012	A	1,385,355	(6)	08/25/2020	Class B Common Stock (3)	1,385,355

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/ Michael Johnson as attorney-in-fact for Michael T. Schroepfer
05/17/2012

**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) 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 issuer's IPO (as defined in fn 3) was declared effective on May 17, 2012;
- (2) no RSUs will vest until the date that is six months after the IPO, at which time the liquidity event-based vesting condition will have been satisfied. The service-based vesting condition was satisfied as to 1/5th of the total shares on November 1, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.
- (3)

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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 "IPO"), 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.

- (4) 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 issuer's IPO was declared effective on May 17, 2012; no RSUs will vest until the date that is six months after the IPO, at which time the liquidity event-based vesting condition will have been satisfied. The service-based vesting condition was satisfied as to 1/5th of the total shares on September 1, 2009, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.

- (5) 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 issuer's IPO was declared effective on May 17, 2012; no RSUs will vest until the date that is six months after the IPO, at which time the liquidity event-based vesting condition will have been satisfied. The service-based vesting condition was satisfied as to 1/5th of the total shares on July 15, 2010, after which 1/60th of the total shares vest monthly, subject to continued service through each vesting date.

- (6) 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 issuer's IPO was declared effective on May 17, 2012; no RSUs will vest until the date that is six months after the IPO, at which time the liquidity event-based vesting condition will have been satisfied. The service-based vesting condition will be satisfied as to 1/16th of the total shares on August 15, 2014, after which 1/16th of the total shares vest quarterly, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.