

Sandberg Sheryl
 Form 4
 November 02, 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 *
 Sandberg Sheryl

(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)
 10/31/2012

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)
 Chief Operating Officer

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)
Class A Common Stock	10/31/2012		C	7,780 ⁽¹⁾ A \$ 0	7,780	I	By Sheryl K. Sandberg, Trustee of the Sandberg-Goldber Family Trust dated September 3, 2004 ⁽²⁾
Class A Common Stock	10/31/2012		C	1,892,206 ⁽¹⁾ A \$ 0	1,892,206	I	By Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated

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April 15, 2008 ⁽³⁾
 By Sheryl K. Sandberg, Trustee of the Sheryl K. Sandberg 2008 Annuity Trust dated April 15, 2008 ⁽³⁾

Class A Common Stock	10/31/2012	S ⁽⁴⁾	13,392	D	\$ 20.79	1,878,814	I
Class A Common Stock	10/31/2012	S ⁽⁴⁾	339,512	D	\$ 21.0958 ⁽⁵⁾	17,754,873	D
Class A Common Stock	11/01/2012	C	372,653 ⁽⁶⁾	A	\$ 0	18,127,526	D

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

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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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	10/31/2012		C	7,780 ⁽⁸⁾	⁽⁷⁾ ⁽⁷⁾	Class A Common Stock ⁽⁸⁾
Class B Common Stock ⁽⁷⁾	⁽⁷⁾	10/31/2012		C	1,892,206 ⁽⁸⁾	⁽⁷⁾ ⁽⁷⁾	Class A Common Stock ⁽⁸⁾
Restricted Stock Units (RSU)	⁽⁹⁾	11/01/2012		M	698,900	⁽¹⁰⁾ 07/31/2018	Class B Common Stock ⁽⁷⁾

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continued service through each vesting date. The liquidity event-based vesting condition is satisfied six months after the issuer's initial public offering, which was declared effective on May 17, 2012. Under settlement procedures applicable to the RSUs, the issuer is permitted to deliver the underlying shares within 30 days before or after the date on which the liquidity event-based condition is satisfied.

- (11) 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.
- (12) 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.

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