

Spillane David
Form 4
February 20, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spillane David

(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)
02/15/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	02/15/2013		C		6,773 (1)	A \$ 0	157,816 D

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)**

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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)	Amount or Number of Shares
Restricted Stock Units (RSU)	<u>(2)</u>	02/15/2013		M	7,085	<u>(3)</u> 02/25/2020	Class B Common Stock <u>(4)</u>	7,085
Class B Common Stock <u>(4)</u>	<u>(4)</u>	02/15/2013		M	7,085	<u>(4)</u> <u>(4)</u>	Class A Common Stock	7,085
Class B Common Stock <u>(4)</u>	<u>(4)</u>	02/15/2013		F	3,697 <u>(5)</u>	<u>(4)</u> <u>(4)</u>	Class A Common Stock	3,697
Class B Common Stock <u>(4)</u>	<u>(4)</u>	02/15/2013		C	3,388 <u>(6)</u>	<u>(4)</u> <u>(4)</u>	Class A Common Stock	3,388
Restricted Stock Unit (RSU)	<u>(2)</u>	02/15/2013		M	7,080	<u>(7)</u> 05/02/2022	Class B Common Stock	7,080
Class B Common Stock <u>(4)</u>	<u>(4)</u>	02/15/2013		M	7,080	<u>(4)</u> <u>(4)</u>	Class A Common Stock	7,080
Class B Common Stock <u>(4)</u>	<u>(4)</u>	02/15/2013		F	3,695 <u>(5)</u>	<u>(4)</u> <u>(4)</u>	Class A Common Stock	3,695
Class B Common Stock <u>(4)</u>	<u>(4)</u>	02/15/2013		C	3,385 <u>(6)</u>	<u>(4)</u> <u>(4)</u>	Class A Common Stock	3,385

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Spillane David C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Chief Accounting Officer

Signatures

/s/ Michael Johnson as attorney-in-fact for David M.
Spillane

02/20/2013

____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 \$28.50 per share, which represented the closing price of the issuer's Class A Common Stock on February 14, 2013.
 - (2) 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 vesting condition was satisfied on November 17,
- (3) 2012. The service-based vesting condition was satisfied as to 1/4th of the total shares on February 15, 2011 and then, beginning on February 15, 2013, an additional 1/16th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date.
 - (4) 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.
 - (5) 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.
 - (6) 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.
 - (7) The RSUs vest as to 1/4th of the total number of shares on February 15, 2013, and then 1/16th of the total number of 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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