Schroepfer Michael Todd
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 *
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)
11/01/2012

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)
VP Engineering

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	11/01/2012		C		23,769 (1)	A	$ 0	1,561,055	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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU)	(2)	11/01/2012		M			19,615	(3)	01/11/2019	Class B Common Stock (4)	19,6
Class B Common Stock (4)	(4)	11/01/2012		M		19,615		(4)	(4)	Class A Common Stock	19,6
Class B Common Stock (4)	(4)	11/01/2012		F			9,157 (5)	(4)	(4)	Class A Common Stock	9,1
Class B Common Stock (4)	(4)	11/01/2012		C			10,458 (6)	(4)	(4)	Class A Common Stock	10,4
Restricted Stock Units (RSU)	(2)	11/01/2012		M			24,965	(7)	01/11/2019	Class B Common Stock (4)	24,9
Class B Common Stock (4)	(4)	11/01/2012		M		24,965		(4)	(4)	Class A Common Stock	24,9
Class B Common Stock (4)	(4)	11/01/2012		F			11,654 (5)	(4)	(4)	Class A Common Stock	11,6
Class B Common Stock (4)	(4)	11/01/2012		C			13,311 (6)	(4)	(4)	Class A Common Stock	13,3

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 11/02/2012

**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)	Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of $21.115 per share, which represented the closing price of the issuer's Class A Common Stock on October 31, 2012.
(2)	Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
(3)	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. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on November 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to 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.
(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 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. Pursuant to the terms of the RSU award, the service-based vesting condition was satisfied as to 1/5th of the total number of shares on September 1, 2009 and then 1/60th of the total number of shares vest monthly thereafter, subject to 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.

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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