

Facebook Inc
Form 4
May 22, 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 *
MICROSOFT CORP

(Last) (First) (Middle)

ONE MICROSOFT WAY

(Street)

REDMOND, WA 98052-6399

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2012

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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/22/2012		C	6,556,925	A	Ⓛ	6,556,925	D
Class A Common Stock	05/22/2012		S	6,556,925	D	\$ 37.582	0	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)	
						Date Exercisable	Expiration Date	Title
Series D Preferred Stock ⁽²⁾	⁽²⁾	05/22/2012		C	32,377,940	⁽²⁾	⁽²⁾	Class B Common Stock
Class B Common Stock ⁽³⁾	⁽²⁾ ⁽³⁾	05/22/2012		C	32,784,639	⁽³⁾	⁽³⁾	Class A Common Stock
Class B Common Stock ⁽⁴⁾	⁽³⁾	05/22/2012		C	6,556,925	⁽³⁾	⁽³⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICROSOFT CORP ONE MICROSOFT WAY REDMOND, WA 98052-6399			X	

Signatures

Keith R. Dolliver, Assistant Secretary for Microsoft Corporation

05/22/2012

__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) Converted from shares of Class B Common Stock into Class A Common Stock on a one-for-one basis.
Each of the 32,377,940 shares of Series D Preferred Stock held by Microsoft Corporation converted into 1.012561 Class B Common shares upon the closing of the Issuer's initial public offering; the Class B Common is convertible into Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date.
- (2) Class B Common is convertible into Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date.
- (3) Following the conversion described in (2) above, Microsoft converted 6,556,925 Class B Common Shares into Class A Common Stock, as reflected here and in the first entry in Table I.

Remarks:

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This Form 4 reflects the following transactions involving Microsoft Corporation ("Microsoft") in connection with the closing of

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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