Facebook Inc
Form 4
May 12, 2014

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 *
Zuckerberg Mark

(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)
05/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
COB and CEO

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	05/08/2014		C		3,999,000 (1)	A	$ 0	3,999,241	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 (2)
Class A Common Stock	05/08/2014		G	V	3,999,000	D	$ 0	241	I	By Mark Zuckerberg, Trustee of The Mark

										Zuckerberg Trust dated July 7, 2006 [(2)]
Class A Common Stock	05/08/2014		G	V	1,333,000	A	$ 0	1,333,000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1 dated 5/8/2014 [(3)]
Class A Common Stock	05/08/2014		G	V	1,333,000	A	$ 0	1,333,000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2 dated 5/8/2014 [(4)]
Class A Common Stock	05/08/2014		G	V	1,333,000	A	$ 0	1,333,000	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3 dated 5/8/2014 [(5)]

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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Class B Common Stock [(6)]	[(6)]	05/05/2014		G	V		28,200	[(6)]	[(6)]	Class A Common Stock	

Class B Common Stock (6)	(6)	05/05/2014		G	V	28,200		(6)	(6)	Class A Common Stock	
Class B Common Stock (6)	(6)	05/08/2014		G	V		3,999,000	(6)	(6)	Class A Common Stock	3
Class B Common Stock (6)	(6)	05/08/2014		G	V	3,999,000		(6)	(6)	Class A Common Stock	3
Class B Common Stock (6)	(6)	05/08/2014		C			3,999,000 (8)	(6)	(6)	Class A Common Stock	3
Class B Common Stock (6)	(6)							(6)	(6)	Class A Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Zuckerberg Mark
C/O FACEBOOK, INC.
1601 WILLOW ROAD
MENLO PARK, CA 94025

	X	X	COB and CEO

Signatures

/s/ Michael Johnson as attorney-in-fact for Mark Zuckerberg	05/12/2014
**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 at the election of the holder.

(2) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.

(3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 1, dated 5/8/2014.

(4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 2, dated 5/8/2014.

(5) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2014 GRAT No. 3, dated 5/8/2014.

(6) 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.

(7) Shares held of record by Mark Zuckerberg, Trustee of the Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.

(8) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

(9) Shares held of record by Mark Zuckerberg, Trustee of the Openness Trust dated April 2, 2012.

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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