

Spillane David
Form 4
February 05, 2013

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 *
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)
02/01/2013

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Class A Common Stock	02/01/2013		C		20,527 (1)	A	\$ 0 151,043 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units (RSU)	(2)	02/01/2013		M	33,068	(3) 03/24/2021	Class B Common Stock (4)	33,068
Class B Common Stock (4)	(4)	02/01/2013		M	33,068	(4) (4)	Class A Common Stock	33,068
Class B Common Stock (4)	(4)	02/01/2013		F	12,541 (5)	(4) (4)	Class A Common Stock	12,541
Class B Common Stock (4)	(4)	02/01/2013		C	20,527 (6)	(4) (4)	Class A Common Stock	9,600

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 02/05/2013

**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 with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on a price of \$30.97 per share, which represented the closing price of the issuer's Class A Common Stock on January 31, 2013.
- (1) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
 - (2) Pursuant to the terms of the RSU award, the vesting condition was satisfied as to 1/5th of the total number of shares on January 15, 2012, and then 1/20th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date. The RSUs settle on the earliest of (i) December 31, 2013, (ii) an earlier date between January 1, 2013 and December 31, 2013 that may be specified

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by the issuer and (iii) the date of a change of control as defined in the issuer's stock plan. The issuer vested and settled the outstanding RSUs for which the vesting condition had been satisfied on February 1, 2013.

- (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.

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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