

Schroepfer Michael Todd
 Form 4
 October 26, 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)
 10/25/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(A) or (D)	Price
Class A Common Stock	10/25/2012		C		1,537,286 (1)	A	\$ 0
					1,537,286	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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (RSU)	(2)	10/25/2012		M			921,845	(3)	01/11/2019	Class B Common Stock (4)
Class B Common Stock (4)	(4)	10/25/2012		M		921,845		(4)	(4)	Class A Common Stock
Class B Common Stock (4)	(4)	10/25/2012		F			430,318 (5)	(4)	(4)	Class A Common Stock
Class B Common Stock (4)	(4)	10/25/2012		C			491,527 (6)	(4)	(4)	Class A Common Stock
Restricted Stock Units (RSU)	(2)	10/25/2012		M			1,223,180	(7)	01/11/2019	Class B Common Stock (4)
Class B Common Stock (4)	(4)	10/25/2012		M		1,223,180		(4)	(4)	Class A Common Stock
Class B Common Stock (4)	(4)	10/25/2012		F			570,981 (5)	(4)	(4)	Class A Common Stock
Class B Common Stock (4)	(4)	10/25/2012		C			652,199 (6)	(4)	(4)	Class A Common Stock
Restricted Stock Units (RSU)	(2)	10/25/2012		M			731,250	(8)	08/25/2019	Class B Common Stock (4)
Class B Common Stock (4)	(4)	10/25/2012		M		731,250		(4)	(4)	Class A Common Stock
Class B Common Stock (4)	(4)	10/25/2012		F			337,690 (5)	(4)	(4)	Class A Common Stock
	(4)	10/25/2012		C				(4)	(4)	

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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. The issuer vested and settled the outstanding RSUs for which the service-based vesting condition had been satisfied on October 25, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.