

Ulyot Theodore Warren
 Form 4
 May 09, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Ulyot Theodore Warren

(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)
 05/06/2013

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, Gen. Counsel & Secretary

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit (RSU)	<u>(1)</u>	05/06/2013	A	171,821					<u>(2)</u>	05/05/2023	Class A Common Stock	171,821
Restricted Stock Unit (RSU)	<u>(3)</u>								<u>(4)</u>	01/11/2019	Class B Common Stock <u>(5)</u>	323,180
Restricted Stock Unit (RSU)	<u>(3)</u>								<u>(6)</u>	02/25/2020	Class B Common Stock <u>(5)</u>	311,230
Restricted Stock Unit (RSU)	<u>(3)</u>								<u>(7)</u>	03/24/2021	Class B Common Stock <u>(5)</u>	239,800
Restricted Stock Unit (RSU)	<u>(3)</u>								<u>(8)</u>	05/02/2022	Class B Common Stock <u>(5)</u>	145,120

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ulyot Theodore Warren C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025			VP, Gen. Counsel & Secretary	

Signatures

/s/ Michael Johnson as attorney-in-fact for Theodore W. Ulyot 05/09/2013

**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).
- (1) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
 - (2) The RSUs vest as to 1/16th of the total shares quarterly, beginning on November 15, 2013, subject to continued service through each vesting date.
 - (3) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
 - (4) 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. The liquidity event-based vesting condition was satisfied on November 17,

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2012. 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.

- (5) The Class B Common Stock is convertible (a) at the holder's option or (b) upon certain transfers of such shares, into the issuer's Class A Common Stock on a 1-for-1 basis and has no expiration date.

- (6) 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. The liquidity event-based vesting condition was satisfied on November 17, 2012. The service-based vesting condition will be satisfied as to 1/4th of the total shares on August 15, 2014, after which 1/16th of the total shares vest quarterly, subject to continued service through each vesting date.

- (7) The RSUs vest as to 1/16th of the total shares quarterly, beginning on October 15, 2014, subject to continued service through each vesting date.

- (8) The RSUs vest as to 1/16th of the total shares quarterly, beginning on February 15, 2014, subject to continued service through each vesting date.

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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