Facebook Inc
Form 4
November 19, 2013

FORM 4

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

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

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Athwal Jas

(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)
11/15/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/15/2013		C		3,634 (1)	A	$ 0	160,079	D	
Class A Common Stock	11/18/2013		S(2)		10,000	D	$ 48.46	150,079	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	(3)	11/15/2013		M			7,085	(4)	08/25/2020	Class B Common Stock (5)	7,085
Class B Common Stock (5)	(5)	11/15/2013		M		7,085		(5)	(5)	Class A Common Stock	7,085
Class B Common Stock (5)	(5)	11/15/2013		F			3,697 (6)	(5)	(5)	Class A Common Stock	3,697
Class B Common Stock (5)	(5)	11/15/2013		C			3,388 (7)	(5)	(5)	Class A Common Stock	3,388
Restricted Stock Unit (RSU)	(3)	11/15/2013		M			516	(8)	05/02/2022	Class B Common Stock (5)	516
Class B Common Stock (5)	(5)	08/15/2013		M		516		(5)	(5)	Class A Common Stock	516
Class B Common Stock (5)	(5)	08/15/2013		F			270 (6)	(5)	(5)	Class A Common Stock	270
Class B Common Stock (5)	(5)	08/15/2013		C			246 (7)	(5)	(5)	Class A Common Stock	246

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Athwal Jas C/O FACEBOOK, INC. 1601 WILLOW ROAD			Chief Accounting Officer	

MENLO PARK, CA 94025

Signatures

/s/ Michael Johnson as attorney-in-fact for Jas Athwal	11/19/2013
**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) 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 $49.00 per share, which represented the closing price of the issuer's Class A Common Stock on November 14, 2013.

(2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(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 condition was satisfied on November 17, 2012. The service-based condition was satisfied as to 1/4th of the total number of shares on August 15, 2011 and then, an additional 1/16th of the total number of shares vest quarterly thereafter, subject to continued service through each vesting date.

(5) 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.

(6) Represents shares of Class B Common Stock that have been withheld by the issuer to satisfy its income tax and withholding and remittance obligations in connection with the net settlement of RSUs and does not represent a sale by the reporting person.

(7) Represents shares of Class B Common Stock that have been converted to Class A Common Stock in connection with the net settlement of RSUs.

(8) The RSU vested as to 1/4th of the total shares on February 15, 2013, and then 1/16th of the total shares vest quarterly thereafter, 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.
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.