

Zuckerberg Mark  
Form 4  
May 22, 2012

**FORM 4**

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

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

**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  
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response... 0.5

(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)  
05/22/2012

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)  
COB and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/22/2012		C	30,200,000	A \$ 0	30,200,000	D
Class A Common Stock	05/22/2012		S	30,200,000	D \$ 37.58	0	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  
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SEC 1474  
(9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock <u>(1)</u>	<u>(1)</u>	05/22/2012		C	30,200,000	<u>(1)</u>	<u>(1)</u>	Class A Common Stock <u>(2)</u>	30,200,000
Class B Common Stock <u>(1)</u>	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	3,416,000
Class B Common Stock <u>(1)</u>	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	409,752
Class B Common Stock <u>(1)</u>	<u>(1)</u>					<u>(1)</u>	<u>(1)</u>	Class A Common Stock	3,416,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zuckerberg Mark C/O FACEBOOK, INC. 1601 WILLOW ROAD	X	X	COB and CEO	

MENLO PARK, CA 94025

## Signatures

/s/ Michael Johnson as attorney-in-fact for Mark  
Zuckerberg

05/22/2012

\_\_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) 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.
- (2) The shares of Class B Common Stock automatically converted into Class A Common Stock on a 1-for-1 basis in connection with the transfer of such shares.
- (3) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg 2008 Annuity Trust dated March 13, 2008.
- (4) Shares held of record by Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006.
- (5) Shares held of record by Mark Zuckerberg, Trustee of the Openess Trust dated April 12, 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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