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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Washington, D.C. 20549 OMB Wintbox Statement of changes in Beneficial ownership Statement of changes in Beneficial ownership Section 16. OMB approval OMB Wintbox Section 16. OMB approval Form 4 or Form 5 or Section 17(a) of the Public Utility Holding Company Act of 1935, obligations may continue. Sec Instruction 10(b). Statement oscion 16(a) of the Securities Exchange Act of 1935, obligations may continue. Sec Instruction 10(b). Statement oscion 16(a) of the Investment Company Act of 1940 Statement on security is section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Statement on security is section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Statement on security is section 17(a) of the Public Utility Holding Company Act of 1940 (Print or Type Responses) 1. Name and Address of Reporting Person. (Io) 2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB] State of Earlies Transaction (Month/Day/Year) Check all applicable) (Last) (First) (Month/Day/Year) Check of Institution (First) 6. Individual or Joint/Group Filing(Check Applicable Line) - Transaction Date 2A. Deemed and Col (Month/Day/Year) 3. 4. Securities Transaction Acquired (A) or Applicable Line) - Transaction Date 2A. Deemed (Instr. 3) 3. 4. Securities Transaction Acquired (A) or Applicable Line) - Transaction Acquired (A) or Apreson 5. Amount of Code V Amoun	Facebook Ind Form 4 October 16, 2										
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Stock —	Stock				(1)						

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.

 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. Transactio Code (Instr. 8)	5. Numb orDerivati Securitie Acquired Dispose (Instr. 3, 5)	ve es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	<u>(2)</u>	10/15/2013		М		1,250	(3)	09/05/2021	Class B Common Stock (4)	1,250
Class B Common Stock (4)	<u>(4)</u>	10/15/2013		М	1,250		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,250
Class B Common Stock (4)	<u>(4)</u>	10/15/2013		С		1,250 (5)	<u>(4)</u>	(4)	Class A Common Stock	1,250

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
BOWLES ERSKINE B C/O FACEBOOK, INC. 1601 WILLOW ROAD MENLO PARK, CA 94025	Х			
Signatures				
/s/ Michael Johnson as attorney Bowles		10/16/2013		

**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 settlement of the restricted stock units (the "RSUs") listed in Table II.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.

Pursuant to the terms of the RSU award, the vesting condition was satisfied as to 13/48 of the total number of shares on October 15, 2012,(3) and then 1/16th of the total number of shares vest quarterly thereafter, not to exceed 11 quarterly installments, with the final 2/48th of the total number of shares vesting on October 15, 2015, subject to continued service through each vesting date.

- (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) The holder elected to convert the shares of Class B Common Stock into Class A Common Stock on a 1-for-1 basis.

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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.