

Facebook Inc

Form 4

February 19, 2014

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

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(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)
02/15/2014

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 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	02/15/2014		C	(A) or (D) 7,602 (1)	\$ 0	130,409	D
Class A Common Stock	02/15/2014		M	17,805	\$ 0	148,214	D
Class A Common Stock	02/18/2014		S	11,610 (2)	\$ 66.92	136,604	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)

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)	02/15/2014		M	7,085	(4) 08/25/2020	Class B Common Stock (5) 7,085
Class B Common Stock (5)	(5)	02/15/2014		M	7,085	(5) (5)	Class A Common Stock 7,085
Class B Common Stock (5)	(5)	02/15/2014		C	7,085 (6)	(5) (5)	Class A Common Stock 7,085
Restricted Stock Unit (RSU)	(3)	02/15/2014		M	517	(7) 05/02/2022	Class B Common Stock (5) 517
Class B Common Stock (5)	(5)	02/15/2014		M	517	(5) (5)	Class A Common Stock 517
Class B Common Stock (5)	(5)	02/15/2014		C	517 (6)	(5) (5)	Class A Common Stock 517
Restricted Stock Unit (RSU)	(8)	02/15/2014		M	17,805	(9) 05/05/2023	Class A Common Stock 17,805

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

02/19/2014

__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") in Table II.
- Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (2) Each RSU represents a contingent right to receive 1 share of the issuer's Class B Common Stock upon settlement.
- 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.
- (3) 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.
- (4) The holder elected to convert the shares of Class B Common Stock to Class A Common Stock on a 1-for-1 basis.
- (5) 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.
- (6) Each RSU represents a contingent right to receive 1 share of the issuer's Class A Common Stock upon settlement.
- (7) The RSUs vest as to 1/4th of the total shares on February 15, 2014, and then 1/16th of the total shares vest quarterly thereafter, subject to continued service through each vesting date.
- (8)
- (9)

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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