

Moskovitz Dustin A.
Form 4
August 21, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Moskovitz Dustin A.

2. Issuer Name and Ticker or Trading Symbol
Facebook Inc [FB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 2929
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2012

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

SAN FRANCISCO, CA 94126

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|-----------------|
| | | | Code | V | Amount or Price | | | | | |
| Class A common stock | 08/17/2012 | | C | | 7,500,000 | A | ① | 7,500,000 | I | By trust (2) |
| Class A common stock | 08/17/2012 | | S | | 150,000 | D | \$ 19.9982 (3) | 7,350,000 | I | By trust (2) |
| Class A common stock | 08/20/2012 | | S | | 150,000 | D | \$ 19.4859 (4) | 7,200,000 | I | By trust (2) |
| Class A common stock | 08/21/2012 | | S | | 150,000 | D | \$ 19.384 (5) | 7,050,000 | I | By trust (2) |

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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 |
| Class B common stock | (6) | 08/17/2012 | | C | 7,500,000 | (6) | (6) | Class A common stock | 7,500,000 |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 174,165 |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 14,404,51 |
| Class B common stock | (6) | | | | | (6) | (6) | Class A common stock | 4,863,33 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Moskovitz Dustin A. P.O. BOX 2929 SAN FRANCISCO, CA 94126 | | X | | |

Signatures

/s/ Rakesh Mehta, as attorney-in-fact for Dustin A. Moskovitz

08/21/2012

__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).

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- (1) Converted from shares of Class B common stock into Class A common stock on a one-for-one basis.
- (2) Shares held of record by Dustin Moskowitz, Trustee of The Dustin A. Moskowitz Trust dated December 27, 2005.
The range of prices for the shares of Class A common stock is from \$19.95 to \$20.08. Mr. Moskowitz undertakes that he will provide,
(3) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
The range of prices for the shares of Class A common stock is from \$18.79 to \$20.03. Mr. Moskowitz undertakes that he will provide,
(4) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
The range of prices for the shares of Class A common stock is from \$19.09 to \$19.95. Mr. Moskowitz undertakes that he will provide,
(5) upon request by the staff of the U.S. Securities and Exchange Commission, full information regarding the number of securities sold at each separate price.
- (6) The Class B common stock is convertible into Class A common stock at any time on a one-for-one basis and has no expiration date.
- (7) Shares held of record by Dustin A. Moskowitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.
- (8) Shares held of record by Dustin Moskowitz, Trustee of The Dustin Moskowitz 2008 Annuity Trust dated March 10, 2008.
- (9) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskowitz 2009 Trust, a trust established pursuant to the Dustin A. Moskowitz 2009 Trust Agreement dated January 1, 2009.

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.