

Facebook Inc
Form 4
October 16, 2013

FORM 4

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

OMB APPROVAL

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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 *
Stretch Colin

(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)
10/14/2013

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)
VP, Gen. Counsel & Secretary

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	10/14/2013		S ⁽¹⁾		284 D \$ 48.2172	D	
Class A Common Stock	10/15/2013		S ⁽¹⁾		2,539 D \$ 50 48,921	D	
Class A Common Stock	10/15/2013		C		8,809 ⁽²⁾ A \$ 0 57,730	D	
Class A Common	10/16/2013		S ⁽¹⁾		3,964 D \$ 50.01 53,766	D	

Stock

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit (RSU)	(3)	10/15/2013		M	8,335	(4) 05/19/2020	Class B Common Stock (5) 8,335
Class B Common Stock (5)	(5)	10/15/2013		M	8,335	(5) (5)	Class A Common Stock 8,335
Class B Common Stock (5)	(5)	10/15/2013		F	4,350 (6)	(5) (5)	Class A Common Stock 4,350
Class B Common Stock (5)	(5)	10/15/2013		C	3,985 (7)	(5) (5)	Class A Common Stock 3,985
Restricted Stock Unit (RSU)	(3)	10/15/2013		M	10,088	(8) 03/24/2021	Class B Common Stock (5) 10,088
Class B Common Stock (5)	(5)	10/15/2013		M	10,088	(5) (5)	Class A Common Stock 10,088
Class B Common Stock (5)	(5)	10/15/2013		F	5,264 (6)	(5) (5)	Class A Common Stock 5,264
Class B Common Stock (5)	(5)	10/15/2013		C	4,824 (7)	(5) (5)	Class A Common Stock 4,824

