

Zuckerberg Mark
Form 4/A
January 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Zuckerberg Mark

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)

C/O FACEBOOK, INC., 1601 WILLOW ROAD

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
COB and CEO

(Street)

MENLO PARK, CA 94025

4. If Amendment, Date Original Filed (Month/Day/Year)
12/18/2012

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)
Class A Common Stock	12/18/2012		C ⁽¹⁾	V 18,000,000 <u>(1)</u>	A \$ 0 18,000,116	I	By Mark Zuckerberg, Trustee of The Mark Zuckerberg Trust dated July 7, 2006 <u>(2)</u>
Class A Common Stock	12/18/2012		G	V 18,000,000 <u>(3)</u>	D \$ 0 116	I	By Mark Zuckerberg, Trustee of The Mark

Zuckerberg
Trust dated
July 7, 2006
(2)

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.

SEC 1474
(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 of Number of Shares
Class B Common Stock <u>(4)</u>	<u>(4)</u>	12/18/2012		C	18,000,000	<u>(4)</u> <u>(4)</u>	Class A Common Stock <u>(5)</u> 18,000,
Class B Common Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Class A Common Stock 3,380,7 <u>(7)</u>
Class B Common Stock <u>(4)</u>	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	Class A Common Stock 3
	<u>(4)</u>					<u>(4)</u> <u>(4)</u>	

