Moskovitz Dustin A. Form 3 May 17, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

owned directly or indirectly.

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Facebook Inc [FB] Moskovitz Dustin A. (Month/Day/Year) 05/17/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) P.O. BOX 2929 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X__ 10% Owner Director _X_ Form filed by One Reporting Officer Other Person (give title below) (specify below) SAN Form filed by More than One FRANCISCO, Â CAÂ 94126 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership (Instr. 4) Ownership

(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

Form:

Direct (D) or Indirect (I) (Instr. 5) (Instr. 5)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	

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Class B common stock	(1)	(1)	Class A common stock	174,165	\$ (1)	I	By trust (2)
Class B common stock	(1)	(1)	Class A common stock	114,256,629	\$ <u>(1)</u>	I	By trust (3)
Class B common stock	(1)	(1)	Class A common stock	14,404,516	\$ <u>(1)</u>	I	By trust (4)
Class B common stock	(1)	(1)	Class A common stock	4,863,335	\$ <u>(1)</u>	I	By trust (5)

Reporting Owners

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

Signatures

/s/ Dustin A.
Moskovitz

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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.
- (2) Shares held of record by Dustin A. Moskovitz, Trustee of The Justin M. Rosenstein 2009 Trust, a trust established pursuant to the Justin M. Rosenstein 2009 Trust Agreement.
- (3) Shares held of record by Dustin Moskovitz, Trustee of The Dustin A. Moskovitz Trust dated December 27, 2005.
- (4) Shares held of record by Dustin Moskovitz, Trustee of The Dustin Moskovitz 2008 Annuity Trust dated March 10, 2008.
- (5) Shares held of record by Justin M. Rosenstein, Trustee of The Dustin A. Moskovitz 2009 Trust, a trust established pursuant to the Dustin A. Moskovitz 2009 Trust Agreement dated January 1, 2009.

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Remarks:

Exhibit 24.1: Power of Attorney

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.

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