

Facebook Inc
Form 4
May 24, 2012

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 *
DST USA Ltd

(Last) (First) (Middle)

C/O TULLOCH & CO., 4 HILL STREET

(Street)

LONDON, X0 W1J 5NE

(City) (State) (Zip)

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

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

05/22/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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	05/22/2012		C ⁽¹⁾		5,875,646	A	<u>(2)</u>
Class A Common Stock	05/22/2012		S		9,821,228	D	\$ 37.582
					0	D	<u>(3)</u>

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A Preferred Stock	(2)	05/22/2012		C		3,630,428	(2)	(4)	Class B Common Stock
Class B Common Stock	(2)	05/22/2012		C	3,630,428		(2)	(4)	Class A Common Stock
Series E Preferred Stock	(2)	05/22/2012		C		7,169,880	(2)	(4)	Class B Common Stock
Class B Common Stock	(2)	05/22/2012		C	7,169,880		(2)	(4)	Class A Common Stock
Class B Common Stock	(2)	05/22/2012		C		5,875,646	(2)	(4)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DST USA Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
DST Holdings Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
United Venture Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Orland Properties Ltd C/O TULLOCH & CO., 4 HILL STREET LONDON, X0 W1J 5NE		X		
Channel Trustees Ltd as trustee of the Yury Milner Trust C/O TULLOCH & CO., 4 HILL STREET		X		

