

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|---|-----------|-------------------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* MICROSOFT CORP | | | 2. Issuer Name and Ticker or Trading Symbol Facebook Inc [FB] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/22/2012 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| ONE MICROSOFT WAY | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | | | | | | | | |
| REDMOND | WA | 98052-6399 | | | | | | |
| (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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 05/22/2012 | | C | | 6,556,925 | A | (1) | 6,556,925 | D | |
| Class A Common Stock | 05/22/2012 | | S | | 6,556,925 | D | \$37.582 | 0 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series D Preferred Stock ⁽²⁾ | (2) | 05/22/2012 | | C | | | 32,377,940 | (2) | (2) | Class B Common Stock | 32,784,639 | (2) | 0 | D | |
| Class B Common Stock ⁽³⁾ | (2)(3) | 05/22/2012 | | C | | 32,784,639 | | (3) | (3) | Class A Common Stock | 32,784,639 | (2)(3) | 32,784,639 | D | |
| Class B Common Stock ⁽⁴⁾ | (3) | 05/22/2012 | | C | | | 6,556,925 | (3) | (3) | Class A Common Stock | 6,556,925 | (3) | 26,227,714 | D | |

Explanation of Responses:

- Converted from shares of Class B Common Stock into Class A Common Stock on a one-for-one basis.
- Each of the 32,377,940 shares of Series D Preferred Stock held by Microsoft Corporation converted into 1.012561 Class B Common shares upon the closing of the Issuer's initial public offering; the Class B Common is convertible into Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date.
- Class B Common is convertible into Class A Common Stock at any time on a one-for-one basis and this conversion right has no expiration date.
- Following the conversion described in (2) above, Microsoft converted 6,556,925 Class B Common Shares into Class A Common Stock, as reflected here and in the first entry in Table I.

Remarks:

This Form 4 reflects the following transactions involving Microsoft Corporation ("Microsoft") in connection with the closing of the firm commitment public offering ("IPO") by Facebook, Inc. ("Facebook"): (1) the automatic conversion of Microsoft's Facebook Series D Preferred Stock into shares of Facebook Class B Common Stock, (2) Microsoft's subsequent conversion of certain of such shares of Facebook Class B Common Stock into shares of Facebook Class A Common Stock, and (3) Microsoft's subsequent sale of such shares of Facebook Class A Common Stock in connection with the IPO.

Keith R. Dolliver, Assistant Secretary for Microsoft Corporation 05/22/2012

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.