

TWITTER, INC.
Form 4
June 10, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rowghani Ali

(Last) (First) (Middle)

1355 MARKET STREET, SUITE
900

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TWITTER, INC. [TWTR]

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

06/06/2014

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 ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	06/06/2014		M ⁽¹⁾	45,500 A	\$ 0.8417 1,035,854	D	
Common Stock	06/06/2014		S ⁽¹⁾	45,500 (3) D	\$ 33.5763 990,354	D ⁽⁴⁾	
Common Stock	06/10/2014		M ⁽¹⁾	29,100 A	\$ 0.8417 1,019,454	D	
Common Stock	06/10/2014		S ⁽¹⁾	29,100 (5) D	\$ 35.2108 990,354	D ⁽⁴⁾	

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

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(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.8417	06/06/2014		M	45,500	<u>(2)</u> 03/24/2020	Common Stock	45,500
Employee Stock Option (right to buy)	\$ 0.8417	06/10/2014		M	29,100	<u>(2)</u> 03/24/2020	Common Stock	29,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rowghani Ali 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103	Chief Operating Officer

Signatures

/s/ Sean Edgett,
Attorney-in-Fact

06/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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- (2) An option to purchase 2,481,552 shares was granted on March 25, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The option was fully vested as of March 15, 2014.

The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from

- (3) \$33.30 to \$34.31 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) Of the reported shares, 726,290 shares are represented by RSUs.

The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.50 per share. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

- (5) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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

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