

TWITTER, INC.
Form 4
May 30, 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 *
Baratta Luca

(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)

05/29/2014

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)
VP, Finance and Accounting Off

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 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 Ownership (Instr. 4)
Common Stock	05/29/2014		M ⁽¹⁾	59,710 A	\$ 1.83 391,614	D ⁽²⁾	
Common Stock	05/29/2014		M ⁽¹⁾	6,667 A	\$ 1.83 398,281	D ⁽²⁾	
Common Stock	05/29/2014		S ⁽¹⁾	73,377 D	\$ 35 324,904	D ⁽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
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SEC 1474
(9-02)

number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.83	05/29/2014		M ⁽¹⁾	59,710	05/29/2014 ⁽³⁾ 11/22/2020	Common Stock	59,710
Employee Stock Option (right to buy)	\$ 1.83	05/29/2014		M ⁽¹⁾	6,667	05/29/2014 ⁽⁴⁾ 11/22/2020	Common Stock	6,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baratta Luca 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103			VP, Finance and Accounting Off	

Signatures

Sean Edgett,
attorney-in-fact 05/30/2014

__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.
- (2) Of the reported shares, 304,904 shares are represented by RSUs.
- (3) An option to purchase 250,000 shares was granted on November 23, 2010 and was exercised in part prior to the date on which the Reporting Person became subject to section 16. One-fourth of the shares subject to the option vested on November 15, 2011 and one

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forth-eighth of the shares vest monthly thereafter.

An option to purchase 20,000 shares was granted on November 23, 2010 and was exercised in part prior to the date on which the

- (4) Reporting Person became subject to section 16. One-fourth of the shares subject to the option vested on November 22, 2011 and one forth-eighth of the shares vest monthly thereafter.

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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