

Chiang Steven T.
Form 4
September 18, 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 *
Chiang Steven T.

2. Issuer Name and Ticker or Trading Symbol
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ZYNGA INC., 699 EIGHTH STREET

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive VP, Games

(Street)
SAN FRANCISCO, CA 94103

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	09/17/2012		C		200,000	A	<u>(1)</u>
					416,789		<u>(2)</u> <u>(3)</u>
Class A Common Stock	09/17/2012		S		97,427	D	\$ <u>(4)</u> 3.0773
					319,362		D

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

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(9-02)

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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) (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	\$ 0	09/15/2012		M		(5) 04/15/2017	Class B Common Stock (1)
Class B Common Stock	(1)	09/15/2012		M	200,000	(1) (1)	Class A Common Stock
Class B Common Stock	(1)	09/15/2012		C	200,000	(1) (1)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiang Steven T. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Executive VP, Games	

Signatures

/s/ Devang Shah by power of attorney for Steven T. Chiang 09/18/2012

**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) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.
 - (2) Includes 2,000 shares purchased pursuant to the Zynga Inc. Employee Stock Purchase Plan on August 16, 2012.
 - (3) On September 7, 2012, Mr. Chiang transferred 28,213 shares of Class A Common Stock in accordance with a Marital Settlement Agreement to which he is a party.
 - (4)

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Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.

- (5) RSU grant number 00000425 vests as follows: 1/4th of the total shares underlying the RSU vested on March 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (6) On September 7, 2012, Mr. Chiang transferred 185,617 shares of Class B Common Stock in accordance with a Marital Settlement Agreement to which he is a party.

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.