TWITTER, INC. Form 4 February 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Williams Evan Clark

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

TWITTER, INC. [TWTR]

02/25/2015

(Check all applicable)

C/O TWITTER, INC., 1355

(Street)

(First)

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

_X__ Director Officer (give title below)

_X__ 10% Owner __ Other (specify

MARKET STREET, SUITE 900

(Middle)

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

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

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip)

SAN FRANCISCO, CA 94103

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	f (D)	uired (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
Common Stock	02/25/2015		S <u>(1)</u>	14,040	D	48.6279 (2)	3,031,282	D	
Common Stock	02/26/2015		S <u>(1)</u>	8,540	D	\$ 49.3637 (3)	3,022,742	D	
Common Stock	02/26/2015		S <u>(1)</u>	5,500	D	\$ 49.8255 (4)	3,017,242	D	
Common Stock	02/25/2015		S <u>(1)</u>	186,030	D	\$ 48.6351	41,848,604	I	See footnote

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					(5)			(6)
Common Stock	02/26/2015	S(1)	104,417	D	\$ 49.3341 (7)	41,744,187	I	See footnote (6)
Common Stock	02/26/2015	S(1)	81,613	D	\$ 49.8066 (8)	41,662,574	I	See footnote (6)
Common Stock	02/25/2015	S <u>(1)</u>	2,340	D	\$ 48.5991	533,638	I	See footnote (10)
Common Stock	02/26/2015	S <u>(1)</u>	1,740	D	\$ 49.4309 (11)	531,898	I	See footnote (10)
Common Stock	02/26/2015	S <u>(1)</u>	500	D	\$ 49.884 (12)	531,398	I	See footnote (10)
Common Stock	02/25/2015	S <u>(1)</u>	2,574	D	\$ 48.6079 (13)	573,596	I	See footnote (14)
Common Stock	02/26/2015	S(1)	1,974	D	\$ 49.4466 (15)	571,622	I	See footnote (14)
Common Stock	02/26/2015	S(1)	600	D	\$ 49.86 (16)	571,022	I	See footnote (14)
Common Stock	02/25/2015	S <u>(1)</u>	29,016	D	\$ 48.6316 (17)	6,270,659	I	See footnote (18)
Common Stock	02/26/2015	S(1)	18,991	D	\$ 49.3867 (19)	6,251,668	I	See footnote (18)
Common Stock	02/26/2015	S <u>(1)</u>	10,025	D	\$ 49.8456 (20)	6,241,643	I	See footnote (18)
Common Stock						19,314	I	See footnote (21)

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amour	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Kelationships							
	Director	10% Owner	Officer	Other				
Williams Evan Clark								
C/O TWITTER, INC.	X	\mathbf{v}						
1355 MARKET STREET, SUITE 900	Λ	X						
SAN FRANCISCO, CA 94103								

Signatures

/s/ Sean Edgett, Attorney-in-Fact 02/27/2015

**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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.39 to \$49.10 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.
- (3) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.69 to \$49.69 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) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$49.695 to \$49.995 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.

(5)

Reporting Owners 3

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The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.28 to \$49.135 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.

- (6) The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.65 to \$49.65 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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$49.655 to \$49.99 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.
- (9) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.40 to \$48.80 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.
- (10) The shares are held of record by Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$49.81 to \$49.93 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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$49.81 to \$49.93 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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.46 to \$48.85 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.
- (14) The shares are held of record by The Family Trust under the Williams 2010 Qualified Annuity Trust 1 dated August 31, 2010, for which the Reporting Person's spouse serves as trustee.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.77 to \$49.75 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.
- (16) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$49.81 to \$49.81 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.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.35 to \$49.12 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.
- (18) The shares are held of record by the Article IV Family Trust Under Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse and the Goldman Sachs Trust Company serve as co-trustees.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.70 to \$49.70 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.
- (20) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$49.71 to \$49.99 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the

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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.

(21) The shares are held of record by the Reporting Person's spouse.

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.