

TWITTER, INC.
Form 4
October 24, 2014

FORM 4

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

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).

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 *
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)
10/22/2014

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 below) _____ Other (specify below)
VP, Finance and Accounting Off

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/22/2014 | | M ⁽¹⁾ | | 417 | A | \$ 1.83 | 361,757 | D ⁽²⁾ | |
| Common Stock | 10/22/2014 | | S ⁽¹⁾ | | 417 | D | \$ 51.1 | 361,340 | D ⁽²⁾ | |
| Common Stock | 10/23/2014 | | M | | 5,209 | A | \$ 1.83 | 366,549 | D ⁽²⁾ | |
| Common Stock | 10/23/2014 | | S ⁽¹⁾ | | 10,000 ⁽⁴⁾ | D | \$ 49.916 | 356,549 | D ⁽²⁾ | |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 1.83 | 10/22/2014 | | M ⁽¹⁾ | 417 | ⁽³⁾ 11/22/2020 | Common Stock | 417 |
| Employee Stock Option (right to buy) | \$ 1.83 | 10/23/2014 | | M | 5,209 | ⁽⁵⁾ 11/22/2020 | Common Stock | 5,209 |

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

/s/ Sean Edgett,
Attorney-in-Fact

10/24/2014

 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 309,690 shares are represented by RSUs.

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

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

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

(4) \$49.73 to \$50.17 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.

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

(5) Reporting Person became subject to section 16. One-fourth of the shares subject to the option vested on November 15, 2011 and one forty-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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