

TWITTER, INC.
Form 4
November 19, 2014

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 *
Dorsey Jack

(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)
08/26/2014

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)
Chairman

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/26/2014 | | G ⁽¹⁾ | | 2,000,000 | D | \$ 0 |
| | | | | | 20,203,018 | I | |
| Common Stock | 08/26/2014 | | G ⁽¹⁾ | | 2,000,000 | A | \$ 0 |
| | | | | | 22,203,018 | I | |
| Common Stock | 11/17/2014 | | S ⁽⁴⁾ | | 50,417 | D | \$ 40.7818 |
| | | | | | | | \$ 40.7818 |
| | | | | | 22,152,601 | I | |

See Footnote (2)
See Footnote (3)
See Footnote (6)

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------|
| | Director | 10% Owner | Officer | Other |
| Dorsey Jack 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103 | X | | | Chairman |

Signatures

/s/ Sean Edgett,
Attorney-in-Fact
Date: 11/19/2014
__Signature of Reporting Person

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).
This is a transfer of shares from the Jack Dorsey Revocable Trust dated December 8, 2010 ("Revocable Trust"), for which the Reporting Person serves as trustee to the Jack Dorsey 2014 Annuity Trust UAD 8/18/2014 ("2014 Annuity Trust"), for which the Reporting Person also serves as trustee.
- (1) 17,848,942 shares are held of record by the Revocable Trust and 2,354,076 shares are held of record by the Jack Dorsey 2010 Annuity Trust ("2010 Annuity Trust"), for which the Reporting Person serves as trustee.
- (2) 17,848,942 shares are held of record by the Revocable Trust, 2,354,076 shares are held of record by the 2010 Annuity Trust and 2,000,000 shares are held of record by the 2014 Annuity Trust.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (4)
- (5)

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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 \$40.43 to \$41.64 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) 17,798,525 shares are held of record by the Revocable Trust, 2,354,076 shares are held of record by the 2010 Annuity Trust and 2,000,000 shares are held of record by the 2014 Annuity Trust.

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.