

TWITTER, INC.
Reported by
WILLIAMS EVAN CLARK

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/26/14 for the Period Ending 11/24/14

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|-------------|--|
| Address | 1355 MARKET STREET, SUITE 900 San Francisco, CA 94103 |
| Telephone | (415) 222-9670 |
| CIK | 0001418091 |
| Symbol | TWTR |
| SIC Code | 7370 - Computer Programming, Data Processing, And |
| Fiscal Year | 12/31 |

FORM 4

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

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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
or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| Williams Evan Clark | TWITTER, INC. [TWTR] | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| (Last) (First) (Middle) C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900 | 3. Date of Earliest Transaction (MM/DD/YYYY) 11/24/2014 | |
| (Street) SAN FRANCISCO, CA 94103 | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |
| Common Stock | 11/24/2014 | | S (1) | | 14040 | D \$39.9908 (2) | 3199762 | D | |
| Common Stock | 11/25/2014 | | S (1) | | 14040 | D \$39.8454 (3) | 3185722 | D | |
| Common Stock | 11/24/2014 | | S (1) | | 186030 | D \$39.9933 (4) | 44080964 | I | See footnote (13) |
| Common Stock | 11/25/2014 | | S (1) | | 186030 | D \$39.8504 (5) | 43894934 | I | See footnote (13) |
| Common Stock | 11/24/2014 | | S (1) | | 2340 | D \$40.0076 (6) | 561718 | I | See footnote (14) |
| Common Stock | 11/25/2014 | | S (1) | | 2340 | D \$39.8327 (7) | 559378 | I | See footnote (14) |
| Common Stock | 11/24/2014 | | S (1) | | 2574 | D \$39.9953 (8) | 604484 | I | See footnote (15) |
| Common Stock | 11/25/2014 | | S (1) | | 2574 | D \$39.8315 (9) | 601910 | I | See footnote (15) |
| Common Stock | 11/24/2014 | | G | V | 376790 | D \$0 | 6647867 | I | See footnote (16) |
| Common Stock | 11/24/2014 | | S (1) | | 29016 | D \$39.9923 (10) | 6618851 | I | See footnote (16) |
| Common Stock | 11/25/2014 | | S (1) | | 29016 | D \$39.8479 (11) | 6589835 | I | See footnote (16) |
| Common Stock | 11/24/2014 | | G | V | 251193 | A \$0 | 251193 | I | See footnote |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | |
| | | | | | | | | | (17) |
| Common Stock | 11/24/2014 | | S | | 251193 | D | \$39.9998 (12) | 0 | I See footnote (17) |
| Common Stock | | | | | | | | 19314 | I See footnote (18) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (2) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.60 to \$40.41 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 \$39.56 to \$40.00 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 \$39.59 to \$40.46 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) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.56 to \$40.15 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.66 to \$40.42 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.
- (7) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.69 to \$40.00 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.
- (8) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.65 to \$40.36 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 \$39.70 to \$40.00 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from

\$39.60 to \$40.42 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.

- (11) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.58 to \$40.07 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.
- (12) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$39.93 to \$40.175 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.
- (13) The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.
- (14) The shares are held of record by Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.
- (15) The shares 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.
- (16) The shares are held of record by the Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse serves as co-trustee.
- (17) The shares are held of record by the Sara & Evan Williams Foundation, a charitable organization affiliated with the Reporting Person and his spouse.
- (18) The shares are held of record by the Reporting Person's spouse.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Evan Clark C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO, CA 94103 | X | X | | |

Signatures

/s/ Sean Edgett, Attorney-in-Fact

11/26/2014

** Signature of Reporting Person

Date

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

* 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).

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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