

**TWITTER, INC.**  
Reported by  
**WILLIAMS EVAN CLARK**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 02/20/15 for the Period Ending 02/18/15

|             |  |
|-------------|--|
| Address     | 1355 MARKET STREET, SUITE 900<br>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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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  
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)                            |
| <b>Williams Evan Clark</b>                              | <b>TWITTER, INC. [ TWTR ]</b>                     | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner         |
| (Last) (First) (Middle)                                 | 3. Date of Earliest Transaction (MM/DD/YYYY)      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| <b>C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900</b> | <b>2/18/2015</b>                                  |  |
| (Street)  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)  |
| <b>SAN FRANCISCO, CA 94103</b>                          |   | <input checked="" type="checkbox"/> Form filed by One Reporting Person                             |
| (City) (State) (Zip)                                    |   | <input type="checkbox"/> 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. 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                    | 2/18/2015      |                                   | S (1)                     |   | 34780   | D          | \$47.9179 (2)  | 3061662 (3)  | D  |   |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 2300  | D          | \$48.6183 (4)  | 3059362 (3)  | D  |   |
| Common Stock                    | 2/19/2015      |                                   | S (1)                     |   | 10800   | D          | \$47.894 (5)   | 3048562 (3)  | D  |   |
| Common Stock                    | 2/19/2015      |                                   | S (1)                     |   | 3240  | D          | \$48.6057 (6)  | 3045322 (3)  | D  |   |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 435356  | D          | \$47.9442 (7)  | 42276618   | I  | See footnote (8)                                      |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 55954   | D          | \$48.5452 (9)  | 42220664   | I  | See footnote (8)                                      |
| Common Stock                    | 2/19/2015      |                                   | S (1)                     |   | 143642  | D          | \$47.8845 (10) | 42077022   | I  | See footnote (8)                                      |
| Common Stock                    | 2/19/2015      |                                   | S (1)                     |   | 42388   | D          | \$48.6203 (11) | 42034634   | I  | See footnote (8)                                      |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 5180  | D          | \$47.9242 (12) | 539318   | I  | See footnote (13)                                     |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 1000  | D          | \$48.612 (14)  | 538318   | I  | See footnote (13)                                     |
| Common Stock                    | 2/19/2015      |                                   | S (1)                     |   | 2340  | D          | \$48.0917 (15) | 535978   | I  | See footnote (13)                                     |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 5798  | D          | \$47.9248 (16) | 579744   | I  | See footnote (17)                                     |
| Common Stock                    | 2/18/2015      |                                   | S (1)                     |   | 1000  | D          | \$48.624 (18)  | 578744   | I  | See footnote (17)                                     |

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

| 1. Title of Security<br>(Instr. 3) | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if<br>any | 3. Trans.<br>Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |                  |                | 5. Amount of Securities Beneficially<br>Owned Following Reported Transaction<br>(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|-------------------|---|---------------------------------|---|---|------------------|----------------|---|---|---|
|                                    |                   |   | Code                            | V | Amount  | (A)<br>or<br>(D) | Price          |   |   |   |
| Common Stock                       | 2/19/2015         |   | S (1)                           |   | 2000  | D                | \$47.9255 (19) | 576744  | I   | See<br>footnote<br>(17)   |
| Common Stock                       | 2/19/2015         |   | S (1)                           |   | 574   | D                | \$48.6156 (20) | 576170  | I   | See<br>footnote<br>(17)   |
| Common Stock                       | 2/18/2015         |   | S (1)                           |   | 69632   | D                | \$47.9488 (21) | 6335691   | I   | See<br>footnote<br>(22)   |
| Common Stock                       | 2/18/2015         |   | S (1)                           |   | 7000  | D                | \$48.5729 (23) | 6328691   | I   | See<br>footnote<br>(22)   |
| Common Stock                       | 2/19/2015         |   | S (1)                           |   | 22414   | D                | \$47.8911 (24) | 6306277   | I   | See<br>footnote<br>(22)   |
| Common Stock                       | 2/19/2015         |   | S (1)                           |   | 6602  | D                | \$48.621 (25)  | 6299675   | I   | See<br>footnote<br>(22)   |
| Common Stock                       |                   |   |                                 |   |   |                  |                | 19314   | I   | See<br>footnote<br>(26)   |

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

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A.<br>Deemed<br>Execution<br>Date, if<br>any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and<br>5) |     | 6. Date Exercisable<br>and Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                               | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(s) (Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|-------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or Number of<br>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 \$47.56 to \$48.53 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) This amount reflects the prior transfer of shares previously reported as held of record by the Williams 2010 Qualified Annuity Trust 5 to the Reporting Person.
- (4) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.60 to \$48.71 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 \$47.43 to \$48.43 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 \$48.44 to \$48.41 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.
- (7) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.41 to \$48.41 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.

- (8) The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.
- (9) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.42 to \$48.75 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.
- (10) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.42 to \$48.42 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 \$48.4250 to \$48.90 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 \$47.59 to \$48.51 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 Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.
- (14) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.60 to \$48.71 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.
- (15) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.6450 to \$48.76 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 \$47.58 to \$48.50 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.
- (17) 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.
- (18) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.60 to \$48.71 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.
- (19) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.48 to \$48.43 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 \$48.535 to \$48.75 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.
- (21) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.47 to \$48.47 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.
- (22) 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, and this amount reflects the prior transfer of shares previously reported as held of record by the Williams 2010 Qualified Annuity Trust 5 to the Article IV Family Trust Under Williams 2010 Qualified Annuity Trust 5.
- (23) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$48.48 to \$48.71 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.
- (24) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$47.45 to \$48.44 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.

( 25) 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 \$48.89 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.

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

#### Reporting Owners

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

#### Signatures

/s/ Sean Edgett, Attorney-in-Fact

2/20/2015

\*\* 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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