

**TWITTER, INC.**  
Reported by  
**COSTOLO RICHARD**

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

Filed 01/06/15 for the Period Ending 01/02/15

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

[ ] 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>Costolo Richard</b>	<b>TWITTER, INC. [ TWTR ]</b>	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900</b>	<b>1/2/2015</b>	<b>Chief Executive Officer</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	1/2/2015		S <sup>(1)</sup>		15352	D	\$35.9157 <sup>(2)</sup>	530504 <sup>(3)</sup>	D	
Common Stock	1/5/2015		M <sup>(4)</sup>		358460	A	\$0.4283	888964 <sup>(3)</sup>	D	
Common Stock	1/5/2015		M <sup>(4)</sup>		54644	A	\$1.83	943608 <sup>(3)</sup>	D	
Common Stock	1/5/2015		S <sup>(4)</sup>		125000	D	\$36.3555 <sup>(5)</sup>	818608 <sup>(3)</sup>	D	

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				
Employee Stock Option (right to buy)	\$0.4283	1/5/2015		M (4)		358460	(6)	9/3/2019	Common Stock	358460	\$0	3394146	D	
Employee Stock Option (right to buy)	\$1.83	1/5/2015		M (4)		54644	(7)	11/22/2020	Common Stock	54644	\$0	4055640	D	

### Explanation of Responses:

- (1) Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of RSUs. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade 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 \$35.73 to \$36.30 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) Of the reported shares 473,412 shares are represented by RSUs.
- (4) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- (5) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.65 to \$37.02 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 option is fully vested and immediately exercisable.
- (7) An option to purchase 4,110,284 shares was granted on November 23, 2010. One-fourth of the shares subject to the option vested on November 22, 2011 and 1/48th of the shares vest monthly thereafter.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Costolo Richard</b> <b>C/O TWITTER, INC.</b> <b>1355 MARKET STREET, SUITE 900</b> <b>SAN FRANCISCO, CA 94103</b>	<b>X</b>		<b>Chief Executive Officer</b>	

#### Signatures

/s/ Sean Edgett, Attorney-in-Fact

1/6/2015

\*\* 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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