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ZYNGA INC

Reported by

VRANESH MARK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/17/12 for the Period Ending 07/15/12

Address	699 EIGHTH STREET SAN FRANCISCO, CA 94103
Telephone	800-762-2530
CIK	0001439404
Symbol	ZNGA
SIC Code	7374 - Computer Processing and Data Preparation and Processing Services
Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

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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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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(f) 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)
Vranesh Mark	**ZYNGA INC [ZNGA]**	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	_____ Director _____ 10% Owner
C/O ZYNGA INC., 699 EIGHTH STREET	**7/15/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Chief Accounting Officer**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SAN FRANCISCO, CA 94103		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ 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			
Class A Common Stock	**7/15/2012**		**C**		**12500**	**A**	(1)	**20286**	**D**	
Class A Common Stock	**7/16/2012**		**S**		**4580** (2)	**D**	**$4.915**	**15706**	**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	Title	Amount or Number of Shares				
Restricted Stock Unit	**$0.00**	**7/15/2012**		**M**			**12500**	(3)	**4/15/2017**	**Class B Common Stock**	**12500**	**$0.00**	**87500**	**D**	
Class B Common Stock	(1)	**7/15/2012**		**M**		**12500**		(1)	(1)	**Class A Common Stock**	**12500**	**$0.00**	**167334**	**D**	
Class B Common Stock	(1)	**7/15/2012**		**C**			**12500**	(1)	(1)	**Class A Common Stock**	**12500**	**$0.00**	**154834**	**D**	
Class B Common Stock	(1)							(1)	(1)	**Class A Common Stock**	**300000**		**300000**	**I**	**See footnote** (4)
Class B Common Stock	(1)							(1)	(1)	**Class A Common Stock**	**1327892**		**1327892**	**I**	**See footnote** (5)

Explanation of Responses:

(1) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the date on which the number of outstanding shares of Class B Common Stock and Class C Common Stock together represent less than 10% of the aggregate combined voting power of the Issuer's capital stock. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock upon (i) any transfer, whether or not for value, (subject to certain exceptions), or (ii) in the event of death of the Reporting Person.

(2) Represents the number of shares sold to cover tax withholding in connection with the vested restricted stock units (the "RSUs") listed in Table II. The sales price reported is the weighted average sale price for the number of shares sold. Full information regarding the number of shares sold at each separate price will be supplied upon request by the Securities & Exchange Commission staff, the Issuer or a security holder of the Issuer.

(3) RSU grant number 00001043 vests as follows: 1/4th of the total shares underlying the RSU vested on April 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

(4) Shares held directly by The MAV Annuity Trust. Mark Vranesh's spouse, Christine Vranesh, serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by The MAV Annuity Trust. Mr. Vranesh disclaims beneficial ownership of the shares, except to the extent of his pecuniary interest therein.

(5) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vranesh Mark **C/O ZYNGA INC.** **699 EIGHTH STREET** **SAN FRANCISCO, CA 94103**			**Chief Accounting Officer**	

Signatures

/s/ Chrystal Menard, as power of attorney for Mark Vranesh **7/17/2012**

** 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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