

ZYNGA INC

Form 4

October 11, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no 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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEE CADIR B

(Last) (First) (Middle)

**C/O ZYNGA INC., 699 EIGHTH
STREET**

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ZYNGA INC [ZNGA]

3. Date of Earliest Transaction
(Month/Day/Year)
10/09/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Executive VP, CTO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	10/09/2012		C	50,000	A <u>11</u>	52,068	D
Class A Common Stock	10/09/2012		I	50,000 <u>(2)</u>	D \$ 2.4189	2,068	D
Class A Common Stock	10/09/2012		C	26	A <u>11</u>	2,094	D
Class A Common	10/10/2012		I	16 <u>(3)</u>	D \$ 2.3321	2,078	D

Stock

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.1282	10/09/2012		M		50,000		<u>(4)</u>	11/19/2018	Class B Common Stock <u>(1)</u>	50,000
Class B Common Stock	<u>(1)</u>	10/09/2012		M		50,000		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	50,000
Class B Common Stock	<u>(1)</u>	10/09/2012		C		50,000		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	50,000
Restricted Stock Unit	\$ 0	10/09/2012		M		26		<u>(5)</u>	03/09/2018	Class B Common Stock <u>(1)</u>	26
Class B Common Stock	<u>(1)</u>	10/09/2012		M		26		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	26
Class B Common Stock	<u>(1)</u>	10/09/2012		C		26		<u>(1)</u>	<u>(1)</u>	Class A Common Stock	26

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Executive VP, CTO	

LEE CADIR B
C/O ZYNGA INC.
699 EIGHTH STREET
SAN FRANCISCO, CA 94103

Signatures

/s/ Chrystal Menard as power of attorney for
Cadir Lee

10/11/2012

__Signature of Reporting Person

Date

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).

(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) 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. The transaction was effected pursuant to a Rule 10b5-1 plan dated March 6, 2012.

(3) 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 transaction was effected pursuant to a Rule 10b5-1 plan dated March 6, 2012.

(4) Stock Option Grant number 00000190 vests as follows: one-fourth of the shares subject to the option vested on November 17, 2009 and one forty-eighth of the shares vest on the first day of each succeeding month thereafter, subject to continued service to the Issuer through each vesting date.

(5) RSU grant number 00003496 vests as follows: 1/32nd of the total shares underlying the RSU vested on April 9, 2011 and 1/32nd of the total shares vest each month thereafter for 31 months, subject to continued service to the Issuer through each vesting date.

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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