

Davis Reginald D.
Form 4
April 03, 2012

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Reginald D.

(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)
04/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior VP, GC, Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 04/01/2012 | | C | | 1,668 | A | (1) |
| Class A Common Stock | 04/02/2012 | | S | | 634 (2) | D | \$ 12.823 |
| Class A Common Stock | 04/03/2012 | | C | | 114,643 | A | (1) |
| Class A Common | 04/03/2012 | | S | | 114,643 | D | \$ 11.64 (3) |

Stock

| | | | | | | | | | |
|----------------------------|------------|--|---|---------|---|------------------------|---------|---|------------------------|
| Class A Common Stock | 04/03/2012 | | C | 200,000 | A | <u>(1)</u> | 200,000 | I | See footnote (4) |
| Class A Common Stock | 04/03/2012 | | S | 200,000 | D | <u>\$ 11.64</u> (3) | 0 | I | See footnote (4) |

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

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SEC 1474
(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) | Amount Number Shares | |
|---|---|---|---|---|--|--|--|---------------------------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Unit | \$ 0 | 04/01/2012 | | M | | <u>(5)</u> | 12/14/2016 | Class B Common Stock <u>(1)</u> | 1,000 |
| Class B Common Stock | <u>(1)</u> | 04/01/2012 | | M | 1,668 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 1,668 |
| Class B Common Stock | <u>(1)</u> | 04/01/2012 | | C | 1,668 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 1,668 |
| Class B Common Stock | <u>(1)</u> | 04/03/2012 | | C | 114,643 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 114,643 |
| Class B Common Stock | <u>(1)</u> | 04/03/2012 | | C | 200,000 | <u>(1)</u> | <u>(1)</u> | Class A Common Stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Davis Reginald D.
C/O ZYNGA INC.
699 EIGHTH STREET
SAN FRANCISCO, CA 94103

Senior VP, GC, Secretary

Signatures

/s/ Chrystal Menard on behalf of Reginald D.
Davis

04/03/2012

__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) 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) Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock. The Reporting Person sold shares to the Underwriters in connection with the sale of shares of Class A Common Stock by the Reporting Person in the Issuer's public offering.

(4) Shares held jointly by Mr. and Mrs. Davis. Mr. Davis holds shared voting and dispositive power with respect to the shares held jointly.

(5) 1/4th of the total shares underlying the RSU vested on October 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, 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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