

Davis Reginald D.
Form 4
October 17, 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)
10/15/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 10/15/2012 | | C | | 2,500 A <u>11</u> | 53,392 | D |
| Class A Common Stock | 10/16/2012 | | S | | 1,196 <u>(2)</u> D \$ 2.4017 | 52,196 | D |
| Class A Common Stock | 10/15/2012 | | C | | 35,833 A <u>11</u> | 88,029 | D |
| Class A Common | 10/16/2012 | | S | | 17,084 <u>(3)</u> D \$ 2.401 | 70,945 | 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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Unit | \$ 0 | 10/15/2012 | | M | 2,500 | (4) 04/15/2017 | Class B Common Stock | 2,500 |
| Class B Common Stock | (1) | 10/15/2012 | | M | 2,500 | (1) (1) | Class A Common Stock | 2,500 |
| Class B Common Stock | (1) | 10/15/2012 | | C | 2,500 | (1) (1) | Class A Common Stock | 2,500 |
| Restricted Stock Unit | \$ 0 | 10/15/2012 | | M | 35,833 | (5) 04/15/2017 | Class B Common Stock | 35,833 |
| Class B Common Stock | (1) | 10/15/2012 | | M | 35,833 | (1) (1) | Class A Common Stock | 35,833 |
| Class B Common Stock | (1) | 10/15/2012 | | C | 35,833 | (1) (1) | Class A Common Stock | 35,833 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|--|---------------|-----------|--------------------------|
| | Director | 10% Owner | Officer |
| Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET | | | Senior VP, GC, Secretary |

SAN FRANCISCO, CA 94103

Signatures

/s/ Chrystal Menard, as power of attorney for Reginald D.
Davis

10/17/2012

__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 the tax withholding obligation in connection with vested restricted stock units (RSUs) listed in Table II. The transaction was effected pursuant to a Rule 10b5-1 plan dated March 7, 2012.

(3) Represents the number of shares sold to cover the tax withholding in connection with the vested 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. The transaction was effected pursuant to a Rule 10b5-1 plan dated March 7, 2012.

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

(5) 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.

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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