

ZYNGA INC
Form 4
October 16, 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 *
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)
10/12/2012

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)
Executive VP, CTO

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)
				(A) or (D)	Price		
Class A Common Stock	10/12/2012		C	161,284	A	163,362	D
Class A Common Stock	10/12/2012		C	438,888	A	602,250	D

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

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SEC 1474 (9-02)

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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)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (right to buy)	\$ 0.5038	10/12/2012		M		161,284	(2)	08/05/2019	Class B Common Stock
Class B Common Stock	(1)	10/12/2012		M	161,284		(1)	(1)	Class A Common Stock
Class B Common Stock	(1)	10/12/2012		C	161,284		(1)	(1)	Class A Common Stock
Employee Stock Option (right to buy)	\$ 0.1282	10/12/2012		M		438,888	(4)	11/19/2018	Class B Common Stock
Class B Common Stock	(1)	10/12/2012		M	438,888		(1)	(1)	Class A Common Stock
Class B Common Stock	(1)	10/12/2012		C	438,888		(1)	(1)	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEE CADIR B C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Executive VP, CTO	

Signatures

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

10/16/2012

__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.

Stock Option Grant number 00000715 vests as follows: one-fourth of the shares subject to the option vested on July 21, 2010 and one
- (2) 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.
- (3) Balance reflects total shares from stock option grant numbers 00000715 and 00000716, which were granted on the same date and have the same exercise price and terms, expiration date and class of shares underlying such grants.

Stock Option Grant number 00000189 vests as follows: one-fourth of the shares subject to the option vested on November 17, 2009 and
- (4) 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) Balance reflects total shares from stock option grant numbers 00000189 and 00000190, which were granted on the same date and have the same exercise price and terms, expiration date and class of shares underlying such grants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.