

Williams Evan Clark
Form 4
December 29, 2017

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 *
Williams Evan Clark

2. Issuer Name and Ticker or Trading Symbol
TWITTER, INC. [TWTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2017

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

C/O TWITTER, INC., 1355 MARKET STREET, SUITE 900

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock | 12/27/2017 | | S ⁽¹⁾ | | 2,957 | D | \$ 24.2688 (2) |
| | | | | | | | 375,038 |
| Common Stock | 12/28/2017 | | S ⁽¹⁾ | | 2,957 | D | \$ 24.27 (4) |
| | | | | | | | 372,081 |
| Common Stock | 12/27/2017 | | S ⁽¹⁾ | | 3,169 | D | \$ 24.2729 (5) |
| | | | | | | | 402,146 |
| Common Stock | 12/28/2017 | | S ⁽¹⁾ | | 3,169 | D | \$ 24.2998 |
| | | | | | | | 398,977 |

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| | | | | | (7) | | | (6) |
|--------------|------------|------------------|---------|---|------------|------------|---|-------------------|
| Common Stock | 12/27/2017 | S ⁽¹⁾ | 29,910 | D | \$ 24.2727 | 2,958,945 | I | See footnote (8) |
| Common Stock | 12/28/2017 | S ⁽¹⁾ | 29,910 | D | \$ 24.2954 | 2,929,035 | I | See footnote (8) |
| Common Stock | 12/27/2017 | S ⁽¹⁾ | 18,347 | D | \$ 24.2729 | 2,328,359 | D | |
| Common Stock | 12/28/2017 | S ⁽¹⁾ | 18,347 | D | \$ 24.2998 | 2,310,012 | D | |
| Common Stock | 12/27/2017 | S ⁽¹⁾ | 218,617 | D | \$ 24.2724 | 26,538,407 | I | See footnote (10) |
| Common Stock | 12/28/2017 | S ⁽¹⁾ | 218,617 | D | \$ 24.2998 | 26,319,790 | I | See footnote (10) |
| Common Stock | 12/27/2017 | S ⁽¹⁾ | 100 | D | \$ 24.215 | 15,314 | I | See footnote (11) |
| Common Stock | 12/28/2017 | S ⁽¹⁾ | 100 | D | \$ 24.3 | 15,214 | I | See footnote (11) |

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

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-----------|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or |

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(11) The shares are held of record by the Reporting Person's spouse.

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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