

Williams Evan Clark
 Form 4
 December 14, 2018

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

(Last) (First) (Middle)

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

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/12/2018

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)

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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	12/12/2018		S ⁽¹⁾	881	D		\$ 35.9022 (2)
							210,892
Common Stock	12/12/2018		S ⁽¹⁾	3,087	D		\$ 36.6225 (4)
							207,805
Common Stock	12/13/2018		S ⁽¹⁾	3,968	D		\$ 35.721 (5)
							203,837
Common Stock	12/12/2018		S ⁽¹⁾	242	D		\$ 35.2408
							226,806

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Common Stock	12/12/2018	<u>S⁽¹⁾</u>	3,978	D	<u>(6)</u> \$ 36.5003 <u>(8)</u>	222,828	I	<u>(7)</u> See footnote <u>(7)</u>
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	35	D	\$ 37.045	222,793	I	See footnote <u>(7)</u>
Common Stock	12/13/2018	<u>S⁽¹⁾</u>	4,165	D	<u>(9)</u> \$ 35.7045	218,628	I	See footnote <u>(7)</u>
Common Stock	12/13/2018	<u>S⁽¹⁾</u>	90	D	\$ 36.41	218,538	I	See footnote <u>(7)</u>
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	6,501	D	<u>(2)</u> \$ 35.9033	596,181	I	See footnote <u>(10)</u>
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	23,632	D	<u>(4)</u> \$ 36.6164	572,549	I	See footnote <u>(10)</u>
Common Stock	12/13/2018	<u>S⁽¹⁾</u>	30,133	D	<u>(5)</u> \$ 35.721	542,416	I	See footnote <u>(10)</u>
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	465	D	<u>(11)</u> \$ 35.2693	1,313,894	D	
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	7,647	D	<u>(12)</u> \$ 36.0381	1,306,247	D	
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	16,531	D	<u>(13)</u> \$ 36.6761	1,289,716	D	
Common Stock	12/13/2018	<u>S⁽¹⁾</u>	24,543	D	<u>(14)</u> \$ 35.7197	1,265,173	D	
Common Stock	12/13/2018	<u>S⁽¹⁾</u>	100	D	\$ 36.39	1,265,073	D	
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	32,173	D	<u>(15)</u> \$ 35.5641	12,205,240	I	See footnote <u>(16)</u>
Common Stock	12/12/2018	<u>S⁽¹⁾</u>	240,366	D	<u>(17)</u> \$ 36.5464	11,964,874	I	See footnote <u>(16)</u>
	12/12/2018	<u>S⁽¹⁾</u>	5,448	D		11,959,426	I	

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Common Stock					\$ 37.0222 (18)				See footnote (16)
Common Stock	12/13/2018	S ⁽¹⁾	276,887	D	\$ 35.7213 (19)	11,682,539	I		See footnote (16)
Common Stock	12/13/2018	S ⁽¹⁾	1,100	D	\$ 36.4014 (20)	11,681,439	I		See footnote (16)
Common Stock	12/12/2018	S ⁽¹⁾	6	D	\$ 34.84	9,463	I		See footnote (21)
Common Stock	12/12/2018	S ⁽¹⁾	129	D	\$ 36.4866 (22)	9,334	I		See footnote (21)
Common Stock	12/13/2018	S ⁽¹⁾	135	D	\$ 35.7206 (23)	9,199	I		See footnote (21)

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 Owned Following Transaction (Instr. 3 and 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Williams Evan Clark
C/O TWITTER, INC.
1355 MARKET STREET, SUITE 900
SAN FRANCISCO, CA 94103

X

Signatures

/s/ Sean Edgett,
Attorney-in-Fact

12/14/2018

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.26 to \$36.255 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The shares are held of record by Green Monster Trust dated November 7, 2012, for which the Goldman Sachs Trust Company serves as trustee.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$36.26 to \$37.105 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.30 to \$36.19 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$34.84 to \$35.32 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The shares are held of record by The Family Trust under the Williams 2010 Qualified Annuity Trust 1 dated August 31, 2010, for which the Reporting Person's spouse serves as trustee.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.955 to \$36.905 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.34 to \$36.29 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The shares are held of record by the Article IV Family Trust Under Williams 2010 Qualified Annuity Trust 5, for which the Reporting Person's spouse and the Goldman Sachs Trust Company serve as co-trustees.
The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$34.95 to \$35.32 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (8) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.405 to \$36.395 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price

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within the range set forth in this footnote.

(13) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$36.405 to \$37.085 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(14) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.32 to \$36.29 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(15) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$34.95 to \$35.945 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(16) The shares are held of record by Obvious, LLC, for which the Reporting Person serves as the sole member.

(17) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.96 to \$36.945 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(18) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$36.975 to \$37.065 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(19) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.30 to \$36.29 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(20) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$36.37 to \$36.47 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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

(22) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.955 to \$36.845 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(23) The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$35.34 to \$36.29 per share. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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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