

Chiang Steven T.  
Form 4  
September 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Chiang Steven T.

2. Issuer Name and Ticker or Trading Symbol  
ZYNGA INC [ZNGA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O ZYNGA INC., 699 EIGHTH STREET

3. Date of Earliest Transaction (Month/Day/Year)  
09/15/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP, Games

(Street)  
SAN FRANCISCO, CA 94103

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

(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	Price	
Class A Common Stock	09/17/2012		C		200,000	A <u>(1)</u>	416,789 <u>(2)</u> <u>(3)</u> D
Class A Common Stock	09/17/2012		S		97,427 <u>(4)</u>	D \$ 3.0773	319,362 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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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.

- (5) RSU grant number 00000425 vests as follows: 1/4th of the total shares underlying the RSU vested on March 15, 2011. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.
- (6) On September 7, 2012, Mr. Chiang transferred 185,617 shares of Class B Common Stock in accordance with a Marital Settlement Agreement to which he is a party.

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.