

Davis Reginald D.
Form 4
January 18, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
01/15/2012

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	01/15/2012		C		14,537 ⁽¹⁾	A	\$ 8.87 <u>(1)</u>
Class A Common Stock	01/15/2012		F		14,537 ⁽²⁾	D	\$ 8.87 <u>(2)</u>
					0		0

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Unit	\$ 0	01/15/2012		M	2,500	<u>(3)</u> 04/15/2017	Class B Common Stock <u>(4)</u> 2,500
Class B Common Stock <u>(4)</u>	\$ 0	01/15/2012		M	2,500	<u>(3)</u> <u>(3)</u>	Class A Common Stock 2,500
Class B Common Stock <u>(4)</u>	\$ 0	01/15/2012		C	1,045 <u>(6)</u>	<u>(3)</u> <u>(3)</u>	Class A Common Stock 1,045
Restricted Stock Unit	\$ 0	01/15/2012		M	35,833	<u>(3)</u> 04/15/2017	Class B Common Stock <u>(4)</u> 35,833
Class B Common Stock <u>(4)</u>	\$ 0	01/15/2012		M	35,833	<u>(3)</u> <u>(3)</u>	Class A Common Stock 35,833
Class B Common Stock <u>(4)</u>	\$ 0	01/15/2012		C	13,492 <u>(6)</u>	<u>(3)</u> <u>(3)</u>	Class A Common Stock 13,492
Class B Common Stock <u>(4)</u>	\$ 0					<u>(3)</u> <u>(3)</u>	Class A Common Stock 200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Reginald D. C/O ZYNGA INC. 699 EIGHTH STREET SAN FRANCISCO, CA 94103			Senior VP, GC, Secretary	

Signatures

/s/ Devang Shah, as power of attorney for Reginald D. Davis

01/18/2012

__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).

Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock in connection with the net settlement of restricted stock units (the "RSUs") listed in Table II, based on the Issuer's fair market value per share on the close of the business day of the reported transaction, unless reported transaction falls on a non-business day, in which case the fair market value per share on the close of the prior business day is used. These shares were cancelled following such conversion to satisfy the tax withholding obligations of the Issuer.

(1) Represents the number of shares cancelled to cover tax withholding in connection with the net settlement of RSUs listed in Table II, based on the Issuer's fair market value per share on the close of the business day of the reported transaction, unless reported transaction falls on a non-business day, in which case the fair market value per share on the close of the prior business day is used.

(2) Not applicable.

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.

(3) The share amount includes an additional three shares from the balance of the Form 4 previously filed on January 4, 2012 . The previously filed Form 4 incorrectly stated a disposal of 700 shares for the tax withholding in connection with the net settlement of restricted stock units. The correct amount of securities disposed was 697 shares.

(4) Represents shares that have been converted to Class A Common Stock and then cancelled to cover tax withholding in connection with the net settlement of RSUs, based on the Issuer's fair market value per share on the close of the business day of the reported transaction, unless reported transaction falls on a non-business day, in which case the fair market value per share on the close of the prior business day is used. The cancellation of the Class A Common Stock is listed in Table I.

(5) Shares held jointly by Mr. and Mrs. Davis. Mr. Davis holds shared voting and dispositive power with respect to the shares held jointly.

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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