TWITTER, INC.
Form 3
November 06, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Costolo Richard
(Last) (First) (Middle)

C/O TWITTER, INC.,Â 1355 MARKET STREET, SUITE 900
(Street)

SAN FRANCISCO,Â CAÂ 94103
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/06/2013

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Executive Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	566,920	I	See footnote (1)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	09/03/2019	Common Stock	3,752,606	$ 0.4283	D	Â
Employee Stock Option (right to buy)	Â (3)	11/22/2020	Common Stock	4,110,284	$ 1.83	D	Â
Employee Stock Option (right to buy)	Â (4)	04/11/2022	Common Stock	388,440	$ 14.42	D	Â
Employee Stock Option (right to buy)	Â (2)	09/03/2019	Common Stock	273,000	$ 0.4283	I	See footnote (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Costolo Richard C/O TWITTER, INC. 1355 MARKET STREET, SUITE 900 SAN FRANCISCO,Â CAÂ 94103	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Sean Edgett, attorney-in-fact	11/06/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 shares are held of record by the Richard Costolo 2001 Living Trust dated February 8, 2001, for which the Reporting Person serves as trustee, and the Lorin Costolo 2001 Living Trust dated February 8, 2001, for which the Reporting Person's spouse serves as trustee.

(2) The option is fully vested and immediately exercisable.

(3) One-fourth of the shares subject to the option vested on November 22, 2011 and 1/48th of the shares vest monthly thereafter.

(4) 6.25% of the shares subject to the option vest on each of July 1, 2014, October 1, 2014, January 1, 2015 and April 1, 2015, and 18.75% of the shares subject to the option vest on each of of July 1, 2015, October 1, 2015, January 1, 2016 and April 1, 2016.

(5) The option is held of record by the Northern Trust Company, as Trustee of the Lorin Costolo 2012 Gift Trust. Ms. Costolo is the spouse of the Reporting Person.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

TheÂ ReportingÂ PersonÂ holdsÂ restrictedÂ stockÂ unitsÂ awardedÂ priorÂ toÂ FebruaryÂ 1,Â 2013Â (theÂ "Pre-2013Â

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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