

Vranesh Mark
Form 4
February 12, 2013

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 *
Vranesh Mark

(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)
02/08/2013

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)
Chief Financial Officer

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	02/08/2013		C	1,176,892 A \$ 0 ⁽¹⁾	1,176,892	I	See footnote ⁽²⁾
Class A Common Stock	02/08/2013		S	125,000 ⁽³⁾ D \$ 3.1466 ⁽⁴⁾	1,051,892	I	See footnote ⁽²⁾

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 4. Deemed Execution Date, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Row 1: Class B Common Stock, conversion price (1), date 02/08/2013, code C, V (A) (D), quantity 1,176,892, date (1), expiration (1), title Class A Common Stock, amount 1,176,892.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: Vranesh Mark, C/O ZYNGA INC., 699 EIGHTH STREET, SAN FRANCISCO, CA 94103; Relationships: Director, 10% Owner, Officer, Other (Chief Financial Officer).

Signatures

/s/ Sara Stapleton, as power of attorney for Mark Vranesh (Signature) 02/12/2013 (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) 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...
(2) Shares held directly by Vranesh Family Trust. Mark Vranesh serves as sole trustee and retains sole voting and dispositive power with respect to the shares held by Vranesh Family Trust.
(3) The transaction was effected pursuant to a Rule 10b5-1 plan dated March 5, 2012, as amended.
(4) 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 and Exchange Commission staff, the Issuer or a security holder of the Issuer.
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.