

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Davis Reginald D.</u>  (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 ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Senior VP, GC, Secretary
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/01/2012		C		1,668	A	(1)	1,668	D	
Class A Common Stock	04/02/2012		S		634 <sup>(2)</sup>	D	\$12.823	1,034	D	
Class A Common Stock	04/03/2012		C		114,643	A	(1)	114,643	D	
Class A Common Stock	04/03/2012		S		114,643	D	\$11.64 <sup>(3)</sup>	1,034	D	
Class A Common Stock	04/03/2012		C		200,000	A	(1)	200,000	I	See footnote <sup>(4)</sup>
Class A Common Stock	04/03/2012		S		200,000	D	\$11.64 <sup>(3)</sup>	0	I	See footnote <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Unit	\$0.00	04/01/2012		M			1,668	(5)	12/14/2016	Class B Common Stock <sup>(1)</sup>	1,668	\$0.00	9,998	D	
Class B Common Stock	(1)	04/01/2012		M		1,668		(1)	(1)	Class A Common Stock	1,668	\$0.00	166,686	D	
Class B Common Stock	(1)	04/01/2012		C		1,668		(1)	(1)	Class A Common Stock	1,668	\$0.00	165,018	D	
Class B Common Stock	(1)	04/03/2012		C		114,643		(1)	(1)	Class A Common Stock	114,643	\$0.00	50,375	D	
Class B Common Stock	(1)	04/03/2012		C		200,000		(1)	(1)	Class A Common Stock	200,000	\$0.00	0	I	See footnote <sup>(4)</sup>

**Explanation of Responses:**

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 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.

2. 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.

3. Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock. The Reporting Person sold shares to the Underwriters in connection with the sale of shares of Class A Common Stock by the Reporting Person in the Issuer's public offering.

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

5. 1/4th of the total shares underlying the RSU vested on October 1, 2010. The remaining shares vest, in equal quarterly installments thereafter, subject to continued service to the Issuer through each vesting date.

**Remarks:**

/s/ Chrystal Menard on behalf  
of Reginald D. Davis      04/03/2012

\*\* Signature of Reporting Person      Date

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

\* 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).

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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