

Drummond David C
Form 4
April 06, 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 *
Drummond David C

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2012

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)
SVP, Corporate Development

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)
				(A) or (D)	Price		
				Code	V	Amount	
Google Stock Unit <u>(1)</u>	04/04/2012		A		\$ 0	22,478	D
Google Stock Unit <u>(2)</u>	04/04/2012		A		\$ 0	4,323	D
Google Stock Unit <u>(3)</u>						3,437	D
Google Stock Unit						4,268	D

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<u>(4)</u>					
Google Stock Unit		13,729	D		
<u>(5)</u>					
Class A Common Stock		16,407	D		
Class A Common Stock		2,090	I	By Spouse	
Class A Common Stock		757	D		

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

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(9-02)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 635.15	04/04/2012		A	44,955	04/25/2016 04/04/2022	Class A Common Stock 44,955
Option To Purchase Class A Common Stock	\$ 635.15	04/04/2012		A	8,646	04/25/2015 04/04/2022	Class A Common Stock 8,646
	\$ 0					<u>(6)</u> <u>(7)</u>	22,332

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The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.

- (2) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (3) The GSUs vest as follows: 1/4th of the GSUs vested on 12/1/2011 and 1/16th of GSUs vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (4) The GSUs vest as follows: 25% of GSUs shall vest 12 months after vesting commencement date (3/4/09) and 1/16th of shares shall vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (5) The GSUs vest as follows: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (6) All shares are exercisable as of the transaction date.
- (7) There is no expiration date for Google Inc.'s Class B Common Stock.
- (8) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary (12/1/2011) and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (9) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (10) The option is fully vested.

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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