

Google Inc.
Form 4
July 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
OTELLINI PAUL S

(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)
07/03/2013

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)

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 | | | |
| Class A Common Stock | 01/09/2013 | | G | V | 27 | A | \$ 0 5,670 | I | By Trust |
| Class A Common Stock | 01/09/2013 | | G | V | 27 | D | \$ 0 0 | D | |
| Class A Common Stock | 01/31/2013 | | G | V | 26 | A | \$ 0 5,696 | I | By Trust |
| Class A Common | 01/31/2013 | | G | V | 26 | D | \$ 0 0 | D | |

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| | | | | | | | | | |
|----------------------------|------------|---|------|---|------|-------|---|--|----------|
| Stock | | | | | | | | | |
| Class A Common Stock | 02/11/2013 | G | V 69 | A | \$ 0 | 5,765 | I | | By Trust |
| Class A Common Stock | 02/11/2013 | G | V 69 | D | \$ 0 | 0 | D | | |
| Class A Common Stock | 02/28/2013 | G | V 27 | A | \$ 0 | 5,792 | I | | By Trust |
| Class A Common Stock | 02/28/2013 | G | V 27 | D | \$ 0 | 0 | D | | |
| Class A Common Stock | 03/11/2013 | G | V 46 | A | \$ 0 | 5,838 | I | | By Trust |
| Class A Common Stock | 03/11/2013 | G | V 46 | D | \$ 0 | 0 | D | | |
| Class A Common Stock | 04/08/2013 | G | V 25 | A | \$ 0 | 5,863 | I | | By Trust |
| Class A Common Stock | 04/08/2013 | G | V 25 | D | \$ 0 | 0 | D | | |
| Class A Common Stock | 05/01/2013 | G | V 27 | A | \$ 0 | 5,890 | I | | By Trust |
| Class A Common Stock | 05/01/2013 | G | V 27 | D | \$ 0 | 0 | D | | |
| Class A Common Stock | 05/17/2013 | G | V 69 | A | \$ 0 | 5,959 | I | | By Trust |
| Class A Common Stock | 05/17/2013 | G | V 69 | D | \$ 0 | 0 | D | | |
| Class A Common Stock | 06/04/2013 | G | V 26 | A | \$ 0 | 5,985 | I | | By Trust |
| Class A Common Stock | 06/04/2013 | G | V 26 | D | \$ 0 | 45 | D | | |

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| | | | | | | | | | | |
|---|------------|--|---|---|-----|---|------|-------|---|----------|
| Class A Common Stock | 06/12/2013 | | G | V | 45 | A | \$ 0 | 6,030 | I | By Trust |
| Class A Common Stock | 06/12/2013 | | G | V | 45 | D | \$ 0 | 0 | D | |
| Class A Common Stock ⁽¹⁾ | 07/02/2013 | | G | V | 26 | A | \$ 0 | 6,056 | I | By Trust |
| Class A Common Stock | 07/02/2013 | | G | V | 26 | D | \$ 0 | 0 | D | |
| Google Stock Unit ⁽²⁾ | 07/03/2013 | | A | | 397 | A | \$ 0 | 397 | D | |
| Google Stock Unit ⁽³⁾ | | | | | | | | 182 | D | |
| Google Stock Unit ⁽⁴⁾ | | | | | | | | 344 | D | |
| Google Stock Unit ⁽⁵⁾ | | | | | | | | 69 | D | |
| Google Stock Unit ⁽⁶⁾ | | | | | | | | 452 | D | |

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

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SEC 1474
(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------|---------------------|--------------------|-------|--|
| Code V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| OTELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | X | | | |

Signatures

| | |
|--|------------|
| /s/ Valentina Margulis, attorney-in-fact for Paul S. Otellini | 07/05/2013 |
|--|------------|

__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).
- (1) Includes Class A Common Stock issued upon vesting of GSUs that were previously reported as GSUs.
- 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 GSUs vest. 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (2) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after the vesting commencement date and 1/16th each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
- (3) The GSUs vest as follows: 1/48th of GSUs vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (4) 1/4th of the grant vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.
- (5) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.
- (6)

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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