

Google Inc.
Form 4
February 26, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
SCHMIDT ERIC E

(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)
02/24/2014

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)
Executive Chairman of Board

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock ⁽¹⁾	02/24/2014		C	A	\$ 0	2,775	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014		S	D	\$ 1,205.2738	2,631	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014		S	D	\$ 1,206.5267	2,541	I	By Limited Partnership II
Class A Common	02/24/2014		S	D	\$ 1,207.3933	2,505	I	By Limited Partnership II

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Stock ⁽¹⁾					⁽⁴⁾			
Class A Common Stock ⁽¹⁾	02/24/2014	S	30	D	\$ 1,208.552 ⁽⁵⁾	2,475	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	61	D	\$ 1,209.6973 ⁽⁶⁾	2,414	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	27	D	\$ 1,210.8156 ⁽⁷⁾	2,387	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	6	D	\$ 1,211.9 ⁽⁸⁾	2,381	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	74	D	\$ 1,212.5801 ⁽⁹⁾	2,307	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	231	D	\$ 1,213.6473 ⁽¹⁰⁾	2,076	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	426	D	\$ 1,214.4628 ⁽¹¹⁾	1,650	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	324	D	\$ 1,215.4943 ⁽¹²⁾	1,326	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	366	D	\$ 1,216.5206 ⁽¹³⁾	960	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	383	D	\$ 1,217.5599 ⁽¹⁴⁾	577	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	426	D	\$ 1,218.4864 ⁽¹⁵⁾	151	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	02/24/2014	S	151	D	\$ 1,219.2661 ⁽¹⁶⁾	0	I	By Limited Partnership II
Class A Common Stock	02/24/2014	S	375	D	\$ 1,219.2661 ⁽¹⁶⁾	41,352	I	By The Schmidt Family Foundation
Class A Common Stock	02/24/2014	S	137	D	\$ 1,205.2738 ⁽²⁾	18,371	I	By Schmidt Ocean Institute

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Class A Common Stock	02/24/2014	S	86	D	\$ 1,206.5267 (3)	18,285	I	By Schmidt Ocean Institute
Class A Common Stock	02/24/2014	S	34	D	\$ 1,207.3933 (4)	18,251	I	By Schmidt Ocean Institute
Class A Common Stock	02/24/2014	S	29	D	\$ 1,208.552 (5)	18,222	I	By Schmidt Ocean Institute
Class A Common Stock	02/24/2014	S	58	D	\$ 1,209.6973 (6)	18,164	I	By Schmidt Ocean Institute
Class A Common Stock	02/24/2014	S	26	D	\$ 1,210.8156 (7)	18,138	I	By Schmidt Ocean Institute
Class A Common Stock	02/24/2014	S	6	D	\$ 1,211.9 (8)	18,132	I	By Schmidt Ocean Institute
Class A Common Stock						39,945	D	
Class A Common Stock						157,224	I	By Schmidt Science and Philanthropic Foundation
Google Stock Unit (17)						22,730	D	
Google Stock Unit						87,862	D	
Google Stock Unit (18)						2,067	D	
Google Stock Unit (19)						1,194	D	

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

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SEC 1474
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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
Class B Common Stock	\$ 0	02/24/2014		C	2,775	(20) (21)	Class A Common Stock 2,775
Class B Common Stock	\$ 0					(20) (21)	Class A Common Stock 1,194,309
Class B Common Stock	\$ 0					(20) (21)	Class A Common Stock 152,982
Class B Common Stock	\$ 0					(20) (21)	Class A Common Stock 2,531,750
Option To Purchase Class A Common Stock	\$ 612					(22) 02/02/2021	Class A Common Stock 181,840

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X		Executive Chairman of Board	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt 02/26/2014

**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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,205.12 to \$1,206.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (16) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,206.01 to \$1,207.00, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,207.01 to \$1,208.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,208.01 to \$1,209.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,209.01 to \$1,210.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,210.01 to \$1,211.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,211.01 to \$1,212.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,212.01 to \$1,213.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,213.01 to \$1,214.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,214.01 to \$1,215.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,215.01 to \$1,216.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,216.01 to \$1,217.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,217.01 to \$1,218.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,218.01 to \$1,219.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,219.01 to \$1,220.00, inclusive.
- (16) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (17) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (18) The GSUs vest as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (19) All shares are exercisable as of the transaction date.
- (20) There is no expiration date for the Issuer's Class B Common Stock.
- (21)
- (22)

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The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of four Form 4s filed on February 26, 2014 for transactions effected by the Reporting Person on February 2

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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