

Google Inc.  
Form 4  
May 06, 2014

**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 \*  
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)  
05/02/2014

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock                     | 05/02/2014                           |  | C <sup>(1)</sup>               |   | 2,717   | A  | \$ 0  |
| Class A Google Stock Unit <sup>(2)</sup> | 05/02/2014                           |  | C <sup>(1)</sup>               |   | 2,717   | D  | \$ 0  |
| Class A Google Stock Unit <sup>(2)</sup> | 05/02/2014                           |  | F <sup>(3)</sup>               |   | 2,965   | D  | \$ 538.53   |
|  |                                      |  |                                |   |   |  | 42,756  |
|  |                                      |  |                                |   |   |  | 20,013  |
|  |                                      |  |                                |   |   |  | 17,048  |

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|  |            |             |       |   |              |           |   |
|--|------------|-------------|-------|---|--------------|-----------|---|
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u> <u>(5)</u> | 05/02/2014 | <u>C(1)</u> | 2,717 | D | \$ 0         | 20,013    | D |
| Class C<br>Capital<br>Stock                              | 05/02/2014 | <u>C(1)</u> | 2,717 | A | \$ 0         | 1,237,065 | D |
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u> <u>(5)</u> | 05/02/2014 | <u>F(3)</u> | 2,965 | D | \$<br>531.35 | 17,048    | D |
| Class A<br>Google<br>Stock<br>Unit <u>(6)</u>            | 05/02/2014 | <u>C(1)</u> | 47    | D | \$ 0         | 948       | D |
| Class A<br>Common<br>Stock <u>(7)</u>                    | 05/02/2014 | <u>C(1)</u> | 47    | A | \$ 0         | 42,803    | D |
| Class A<br>Google<br>Stock<br>Unit <u>(6)</u>            | 05/02/2014 | <u>F(3)</u> | 53    | D | \$<br>538.53 | 895       | D |
| Class C<br>Capital<br>Stock                              | 05/02/2014 | <u>C(1)</u> | 47    | A | \$ 0         | 1,237,112 | D |
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u> <u>(8)</u> | 05/02/2014 | <u>C(1)</u> | 47    | D | \$ 0         | 948       | D |
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u> <u>(8)</u> | 05/02/2014 | <u>F(3)</u> | 53    | D | \$<br>531.35 | 895       | D |
| Class C<br>Capital<br>Stock                              | 05/02/2014 | <u>C(1)</u> | 247   | A | \$ 0         | 1,237,359 | D |
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u> <u>(9)</u> | 05/02/2014 | <u>C(1)</u> | 247   | D | \$ 0         | 1,820     | D |
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u> <u>(9)</u> | 05/02/2014 | <u>F(3)</u> | 270   | D | \$<br>531.35 | 1,550     | D |
|  | 05/02/2014 | <u>F(3)</u> | 270   | D |              | 1,797     | D |

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|  |            |              |     |   |      |         |   |  |
|--|------------|--------------|-----|---|------|---------|---|--|
| Class A<br>Google<br>Stock<br>Unit <u>(10)</u>               |            |              |     |   | \$   | 538.53  |   |  |
| Class A<br>Google<br>Stock<br>Unit <u>(10)</u>               | 05/02/2014 | <u>C</u> (1) | 247 | D | \$ 0 | 1,550   | D |  |
| Class A<br>Common<br>Stock <u>(7)</u>                        | 05/02/2014 | <u>C</u> (1) | 247 | A | \$ 0 | 43,050  | D |  |
| Class A<br>Common<br>Stock                                   |            |              |     |   |      | 27,568  | I | By The<br>Schmidt<br>Family<br>Foundation                |
| Class A<br>Common<br>Stock                                   |            |              |     |   |      | 10,576  | I | By Schmidt<br>Ocean<br>Institute                         |
| Class A<br>Common<br>Stock                                   |            |              |     |   |      | 104,816 | I | By Schmidt<br>Science and<br>Philanthropic<br>Foundation |
| Class A<br>Google<br>Stock<br>Unit <u>(11)</u>               |            |              |     |   |      | 87,862  | D |  |
| Class C<br>Google<br>Stock<br>Unit <u>(4)</u><br><u>(12)</u> |            |              |     |   |      | 87,862  | D |  |
| Class C<br>Capital<br>Stock                                  |            |              |     |   |      | 27,568  | I | By The<br>Schmidt<br>Family<br>Foundation                |
| Class C<br>Capital<br>Stock                                  |            |              |     |   |      | 151,382 | I | By Schmidt<br>Investments<br>LP                          |
| Class C<br>Capital<br>Stock                                  |            |              |     |   |      | 698,636 | I | By Schmidt<br>Investments<br>LP Fund II                  |
| Class C<br>Capital<br>Stock                                  |            |              |     |   |      | 10,576  | I | By Schmidt<br>Ocean<br>Institute                         |
|  |            |              |     |   |      | 104,816 | I |  |

|                             |  |  |  |           |   |  |  |
|-----------------------------|--|--|--|-----------|---|--|--|
| Class C<br>Capital<br>Stock |  |  |  |           |   |  | By Schmidt<br>Science and<br>Philanthropic<br>Foundation |
| Class C<br>Capital<br>Stock |  |  |  | 2,517,750 | I |  | By The<br>Schmidt<br>Family<br>Living Trust              |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V   | (A)   | (D)  |

## Reporting Owners

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

## Signatures

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

05/06/2014

\_\_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) Vesting of GSUs grant of which was previously reported in Form 4.
- (2) 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.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.
- (4) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vest as follows: 1/4th of the grant vests 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.
- (5) 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. 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.
- (6) 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.

This grant vests as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining shares will vest on October 2, 2013 and each month thereafter until the entire grant is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining grant will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (8) 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.
- (9) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (10) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (11) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (12)

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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