

Google Inc.
Form 4
June 05, 2014

FORM 4

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

OMB APPROVAL

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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)
06/04/2014

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)

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 Google Stock Unit (1)	02/25/2014		J(2)	V	9	D	\$ 0 331	D
Class A Common Stock	02/25/2014		J(2)	V	9	A	\$ 0 9	D
Class A Google Stock Unit (3)	02/25/2014		J(2)	V	14	D	\$ 0 234	D

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Class A Common Stock	02/25/2014	<u>J</u> (2)	V	14	A	\$ 0	23	D	
Class A Common Stock	02/25/2014	<u>J</u> (2)	V	12	A	\$ 0	35	D	
Class A Google Stock Unit <u>(4)</u>	02/25/2014	<u>J</u> (2)	V	12	D	\$ 0	352	D	
Class A Google Stock Unit <u>(5)</u>	03/03/2014	<u>J</u> (2)	V	45	D	\$ 0	46	D	
Class A Common Stock	03/03/2014	<u>J</u> (2)	V	45	A	\$ 0	80	D	
Class A Common Stock	03/06/2014	G	V	35	A	\$ 0	6,492	I	By Trust
Class A Common Stock	03/06/2014	G	V	35	D	\$ 0	45	D	
Class A Common Stock	03/11/2014	G	V	45	A	\$ 0	6,537	I	By Trust
Class A Common Stock	03/11/2014	G	V	45	D	\$ 0	0	D	
Class A Google Stock Unit <u>(1)</u>	03/25/2014	<u>J</u> (2)	V	8	D	\$ 0	323	D	
Class A Common Stock	03/25/2014	<u>J</u> (2)	V	8	A	\$ 0	8	D	
Class A Common Stock	03/25/2014	<u>J</u> (2)	V	13	A	\$ 0	21	D	
Class A Google Stock Unit <u>(4)</u>	03/25/2014	<u>J</u> (2)	V	13	D	\$ 0	339	D	
	03/25/2014	<u>J</u> (2)	V	14	D	\$ 0	220	D	

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Class A Google Stock Unit <u>(3)</u>									
Class A Common Stock	03/25/2014	<u>J(2)</u>	V	14	A	\$ 0	35	D	
Class A Common Stock	04/11/2014	G	V	35	A	\$ 0	6,572	I	By Trust
Class A Common Stock	04/11/2014	G	V	35	D	\$ 0	0	D	
Class C Capital Stock <u>(6)</u>	04/25/2014	<u>J(2)</u>	V	14	A	\$ 0	49	D	
Class C Google Stock Unit <u>(7)</u>	04/25/2014	<u>J(2)</u>	V	14	D	\$ 0	206	D	
Class C Capital Stock <u>(6)</u>	04/25/2014	<u>J(2)</u>	V	12	A	\$ 0	61	D	
Class C Google Stock Unit <u>(7)</u>	04/25/2014	<u>J(2)</u>	V	12	D	\$ 0	327	D	
Class A Common Stock	06/03/2014	G	V	34	A	\$ 0	6,640	I	By Trust
Class A Common Stock	06/03/2014	G	V	34	D	\$ 0	46	D	
Class C Capital Stock <u>(6)</u>	06/03/2014	G	V	34	D	\$ 0	46	D	
Class C Capital Stock <u>(6)</u>	06/03/2014	G	V	34	A	\$ 0	6,640	I	By Trust
Class C Google Stock Unit <u>(8)</u>	06/04/2014	A		643	A	\$ 0	643	D	
							307	D	

Class C
Google
Stock Unit
(7)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						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
OPELLINI 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 06/05/2014

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) 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.

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- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (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) 1/48th 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.
- (5) 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.

- This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B 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 and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.
- (6)

- 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.
- (7)

- (8) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

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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