

Google Inc.
Form 4
June 13, 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 *
PICHETTE PATRICK

(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)
06/06/2014

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)
SVP & Chief Financial Officer

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 (D) Price			
Class A Common Stock	06/06/2014		M	833 A \$ 0	1,906	D	
Class C Capital Stock ⁽¹⁾	06/06/2014		M	833 A \$ 0	1,906	D	
Class C Capital Stock ⁽¹⁾	06/06/2014		M	610 A \$ 0	2,516	D	
Class A Common	06/06/2014		M	610 A \$ 0	2,516	D	

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Stock								
Class A Common Stock	06/06/2014	S	1,443	D	\$ 568.16	1,073	D	
Class C Capital Stock <u>(1)</u>	06/06/2014	S	1,443	D	\$ 558.06	1,073	D	
Class A Common Stock	06/13/2014	S	742	D	\$ 558.3496 <u>(2)</u>	331	D	
Class C Capital Stock <u>(1)</u>	06/13/2014	S	742	D	\$ 549.6123 <u>(3)</u>	331	D	
Class A Common Stock						5,245	I	By The Bay Meadow L.P.
Class C Capital Stock <u>(1)</u>						5,245	I	By The Bay Meadow L.P.
Class C Google Stock Unit <u>(4) (5)</u>						2,500	D	
Class C Google Stock Unit <u>(4) (6)</u>						30,259	D	
Class C Google Stock Unit <u>(4) (7)</u>						5,492	D	
Class C Google Stock Unit <u>(4) (8)</u>						4,323	D	
Class C Google Stock Unit <u>(4) (9)</u>						1,408	D	
Class A Google Stock Unit <u>(10)</u>						2,500	D	

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Class A Google Stock Unit <u>(8)</u>	4,323	D
Class A Google Stock Unit <u>(11) (12)</u>	30,259	D
Class A Google Stock Unit <u>(13)</u>	5,492	D
Class A Google Stock Unit <u>(14)</u>	1,408	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)	8. Amount or Number of Shares
Option To Purchase Class A Common Stock <u>(15)</u>	\$ 282.74	06/06/2014		M	833	<u>(16)</u> 12/01/2020	Class A Common Stock	833
Option to Purchase Class C Capital	\$ 281.61	06/06/2014		M	833	<u>(16)</u> 12/01/2020	Class C Capital Stock	833

Stock ⁽¹⁵⁾									
Option to Purchase Class C Capital Stock ⁽¹⁷⁾	\$ 286.5159	06/06/2014	M	610	<u>(18)</u>	04/06/2021		Class C Capital Stock	610
Option To Purchase Class A Common Stock ⁽¹⁷⁾	\$ 287.6642	06/06/2014	M	610	<u>(18)</u>	04/06/2021		Class A Common Stock	610
Option to Purchase Class C Capital Stock ⁽¹⁹⁾	\$ 316.9399					04/25/2015	04/04/2022	Class C Capital Stock	8,646
Option to Purchase Class C Capital Stock ⁽²⁰⁾	\$ 316.9399					04/25/2016	04/04/2022	Class C Capital Stock	60,517
Option To Purchase Class A Common Stock ⁽¹⁹⁾	\$ 318.2102					04/25/2015	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock ⁽²⁰⁾	\$ 318.2102					04/25/2016	04/04/2022	Class A Common Stock	60,517

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP & Chief Financial Officer	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Patrick Pichette

06/13/2014

__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) 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 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$558.86, 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) & (3) to this Form 4.
- (3) These shares were sold in multiple transactions at prices ranging from \$549.20 to \$550.09, inclusive.
- (4) 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.
- (5) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. Class C GSUs vest as follows: 1/4th of the grant vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (6) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. 100% of the grant will vest on April 25, 2016.
- (7) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the Class C GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (8) 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (9) 100% of this grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (10) 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. GSUs vest as follows: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (11) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (12) 100% of the grant will vest on April 25, 2016.
- (13) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (14) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (15) 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"). This option was previously reported as an option for 6,666 shares of Class A Common Stock at an exercise price of \$564.35 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 6,666 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$282.7394 and the portion of the option covering Class C Capital Stock has an exercise price of \$281.6107 per share.

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- (16) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- 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"). This option was previously reported as an option for 12,204 shares of Class A Common Stock at an exercise price of
- (17) \$574.18 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 12,204 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.
- 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 until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (18)
- 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"). This option was previously reported as an option for 8,646 shares of Class A Common Stock at an exercise price of
- (19) \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 8,646 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.
- 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"). This option was previously reported as an option for 60,517 shares of Class A Common Stock at an exercise price of
- (20) \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 60,517 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person

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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