

Google Inc.
Form 4
June 17, 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 *
Arora Nikesh

(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)
06/16/2014

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 and Chief Business 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)
				(A) or (D)	Price		
Class A Common Stock	06/16/2014		M	2,441 A	\$ 0	3,620	D
Class A Common Stock	06/16/2014		S	2,441 D	\$ 557.25	1,179	D
Class A Common Stock	06/16/2014		M	1,667 A	\$ 0	2,846	D
Class A Common	06/16/2014		S	1,667 D	\$ 557.25	1,179	D

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Stock							
Class A Common Stock	06/16/2014	S	1,179	D	\$ 557.25	0	D
Class C Capital Stock	06/16/2014	S	1,179	D	\$ 549.26	0	D
Class A Google Stock Unit <u>(1)</u>						2,500	D
Class C Google Stock Unit <u>(2)</u> <u>(3)</u>						2,500	D
Class C Google Stock Unit <u>(2)</u> <u>(4)</u>						34,581	D
Class C Google Stock Unit <u>(2)</u> <u>(5)</u>						7,323	D
Class C Google Stock Unit <u>(2)</u> <u>(6)</u>						1,463	D
Class A Google Stock Unit <u>(7)</u>						34,581	D
Class A Google Stock Unit <u>(8)</u>						7,323	D
Class A Google Stock Unit <u>(9)</u>						1,463	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)

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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
Option To Purchase Class A Common Stock	\$ 287.6642	06/16/2014		M	2,441	<u>(10)</u> 04/06/2021	Class A Common Stock 2,441
Option To Purchase Class A Common Stock	\$ 282.7394	06/16/2014		M	1,667	<u>(11)</u> 12/01/2020	Class A Common Stock 0
Option to Purchase Class C Capital Stock ⁽¹²⁾	\$ 316.9399					04/25/2016 04/04/2022	Class C Capital Stock 69,162
Option to Purchase Class C Capital Stock ⁽¹³⁾	\$ 281.6107					<u>(11)</u> 12/01/2020	Class C Capital Stock 6,666
Option to Purchase Class C Capital Stock ⁽¹⁴⁾	\$ 286.5159					<u>(15)</u> 04/06/2021	Class C Capital Stock 17,085
Option To Purchase Class A Common Stock	\$ 318.2102					04/25/2016 04/04/2022	Class A Common Stock 69,162

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(13) 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.

(14) 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 17,065 shares of Class A Common Stock at an exercise price of \$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 17,065 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.

(15) 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 continued employment with Google on the applicable vesting dates.

Remarks:

All of the sales 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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