

Page Lawrence  
Form 4  
December 14, 2011

**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 \*  
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(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)  
12/12/2011

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)

Chief Executive 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 <sup>(1)</sup>	12/12/2011		C		27,778	A	\$ 0
Class A Common Stock <sup>(1)</sup>	12/12/2011		S		3,400	D	\$ 621
Class A Common Stock <sup>(1)</sup>	12/12/2011		S		2,400	D	\$ 621.5
Class A Common	12/12/2011		S		100	D	\$ 621.54

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Stock <sup>(1)</sup>							
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	100	D	\$ 621.56	26,778	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	200	D	\$ 621.75	26,578	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,800	D	\$ 621.88	24,778	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	100	D	\$ 621.93	24,678	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	200	D	\$ 621.96	24,478	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,800	D	\$ 622	22,678	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,300	D	\$ 622.3	21,378	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	100	D	\$ 622.42	21,278	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	100	D	\$ 622.52	21,178	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	100	D	\$ 622.53	21,078	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	100	D	\$ 622.64	20,978	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,400	D	\$ 622.75	19,578	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,400	D	\$ 623	18,178	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,300	D	\$ 623.15	16,878	D

Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,400	D	\$ 623.3	15,478	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	624	D	\$ 623.4345	14,854	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	6,378	D	\$ 623.5	8,476	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,700	D	\$ 623.85	6,776	D
Class A Common Stock <sup>(1)</sup>	12/12/2011	S	1,776	D	\$ 624	5,000	D
Class A Common Stock <sup>(1)</sup>	12/13/2011	C	27,778	A	\$ 0	32,778	D
Class A Common Stock <sup>(1)</sup>	12/13/2011	S	4,800	D	\$ 624	27,978	D
Class A Common Stock <sup>(1)</sup>	12/13/2011	S	1,800	D	\$ 628.76	26,178	D
Class A Common Stock <sup>(1)</sup>	12/13/2011	S	1,388	D	\$ 630.75	24,790	D
Class A Common Stock <sup>(1)</sup>	12/13/2011	S	2,200	D	\$ 631.5	22,590	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Deriv Sec (Ins
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock		\$ 0	12/12/2011	C	27,778	(2)	(3)	Class A Common Stock	27,778
Class B Common Stock		\$ 0	12/13/2011	C	27,778	(2)	(3)	Class A Common Stock	27,778

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Page Lawrence C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Chief Executive Officer	

## Signatures

/s/ Jonathan Frankel as attorney-in-fact for Lawrence Page  
 12/14/2011  
 \*\*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.
- (2) All shares are exercisable as of the transaction date.
- (3) There is no expiration date for the Issuer's Class B Common Stock.

### Remarks:

This form is one of two Form 4s filed on December 14, 2011 for transactions effected by the Reporting Person on December 14, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ARGIN-LEFT: 0pt; TEXT-INDENT: 0pt; MARGIN-RIGHT: 0pt" align="left">Issuer's telephone number, including area code

(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold  
 2.

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(a)

Name of person for whose account the securities are to be sold

(g)

Name of each securities exchange, if any, on which the securities are intended to be sold

(b)

Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)

(c)

Such person's address, including zip code

Potential persons who are to respond to the collection of information contained in this form are SEC 1147 not required to respond unless the form displays a currently valid OMB control number. (08-07)

**TABLE I — SECURITIES TO BE SOLD**

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	2/14/2013	Stock Option Exercise	Microchip Technology, Inc.	5,000	2/14/2013	Cash

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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**EXPLANATION OF RESPONSES:**

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

February 14, 2013  
DATE OF NOTICE

/s/ Wade Meyercord  
(SIGNATURE)

DATE OF PLAN ADOPTION OR  
GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

February 14, 2013  
DATE OF NOTICE

/s/ Phyllis B Meyercord  
(SIGNATURE)

DATE OF PLAN ADOPTION OR  
GIVING OF INSTRUCTION, IF  
RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)

**REMARKS:**