

DOERR L JOHN
Form 4
April 03, 2012

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 *
DOERR L JOHN

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
04/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | | C | 12,933 A \$ 0 | 12,933 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | | S | 1,000 D \$ 638.5 | 11,933 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | | S | 1,000 D \$ 639.5 | 10,933 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | | S | 1,000 D \$ 642 | 9,933 | I | Vallejo Ventures Trust |

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| | | | | | | | | | |
|-------------------------------------|------------|---|-------|---|-----------|---------|---|--|--------------------------|
| Common Stock ⁽¹⁾ | | | | | | | | | Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 1,000 | D | \$ 644 | 8,933 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 1,000 | D | \$ 644.65 | 7,933 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 1,000 | D | \$ 645 | 0 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 3,798 | D | \$ 646 | 4,135 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 205 | D | \$ 646.05 | 3,930 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 100 | D | \$ 646.11 | 3,830 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 730 | D | \$ 646.12 | 1,000 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 100 | D | \$ 646.13 | 3,730 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 1,000 | D | \$ 646.5 | 2,730 | I | | Vallejo Ventures Trust |
| Class A Common Stock ⁽¹⁾ | 04/02/2012 | S | 1,000 | D | \$ 647 | 1,730 | I | | Vallejo Ventures Trust |
| Class A Common Stock | | | | | | 126,952 | I | | The Benificus Foundation |
| Class A Common Stock | | | | | | 1,159 | D | | |
| Class A Common Stock | | | | | | 18,656 | I | | Blake H. Byers Trust |
| Class A Common Stock | | | | | | 18,656 | I | | Chad A. Byers Trust |

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.

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: 1/4th of the GSUs shall vest 12 months after the vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued service with Google on the applicable vesting dates.
 - (2) 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: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.
 - (3) There is no exercisable date for the Issuer's Class B Common Stock.
 - (4) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the 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.

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.