

Google Inc.
Form 4
August 06, 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

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 *
SCHMIDT ERIC E

(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)
08/04/2014

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)

Executive Chairman of Board

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 or Price		
Class C Capital Stock	08/04/2014		C		246 A \$ 0	1,237,699	D
Class C Google Stock Unit (1) (2)	08/04/2014		C		246 D \$ 0	1,304	D
Class C Google Stock Unit (1) (2)	08/04/2014		F(3)		270 D \$ 566.07	1,034	D

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Class C Google Stock Unit <u>(1)</u> <u>(4)</u>	08/04/2014	<u>F</u> ⁽³⁾	53	D	\$ 566.07	644	D
Class C Capital Stock	08/04/2014	C	47	A	\$ 0	1,237,746	D
Class C Google Stock Unit <u>(1)</u> <u>(4)</u>	08/04/2014	C	47	D	\$ 0	597	D
Class C Google Stock Unit <u>(1)</u> <u>(5)</u>	08/04/2014	<u>F</u> ⁽³⁾	2,966	D	\$ 566.07	14,082	D
Class C Google Stock Unit <u>(1)</u> <u>(5)</u>	08/04/2014	C	2,717	D	\$ 0	11,365	D
Class C Capital Stock	08/04/2014	C	2,717	A	\$ 0	1,240,463	D
Class A Common Stock <u>(6)</u>	08/04/2014	C	2,717	A	\$ 0	45,861	D
Class A Google Stock Unit <u>(7)</u>	08/04/2014	C	2,717	D	\$ 0	14,331	D
Class A Google Stock Unit <u>(7)</u>	08/04/2014	<u>F</u> ⁽³⁾	2,966	D	\$ 573.6	11,365	D
Class A Google Stock Unit <u>(8)</u>	08/04/2014	<u>F</u> ⁽³⁾	270	D	\$ 573.6	1,280	D
Class A Google Stock Unit <u>(8)</u>	08/04/2014	C	246	D	\$ 0	1,034	D
Class A Common Stock <u>(6)</u>	08/04/2014	C	246	A	\$ 0	46,107	D
	08/04/2014	<u>F</u> ⁽³⁾	53	D	\$ 573.6	644	D

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Class A Google Stock Unit ⁽⁹⁾								
Class A Google Stock Unit ⁽⁹⁾	08/04/2014	C	47	D	\$ 0	597	D	
Class A Common Stock ⁽⁶⁾	08/04/2014	C	47	A	\$ 0	46,154	D	
Class C Capital Stock						6,892	I	By The Schmidt Family Foundation
Class C Capital Stock						148,982	I	By Schmidt Investments LP
Class C Capital Stock						690,311	I	By Schmidt Investments LP Fund II
Class C Capital Stock						2,644	I	By Schmidt Ocean Institute
Class C Capital Stock						26,204	I	By Schmidt Science and Philanthropic Foundation
Class C Capital Stock						2,496,750	I	By The Schmidt Family Living Trust
Class C Google Stock Unit ⁽¹⁾ ⁽¹⁰⁾						87,862	D	
Class A Common Stock						6,892	I	By The Schmidt Family Foundation
Class A Common Stock						2,644	I	By Schmidt Ocean Institute
						26,204	I	

Class A
Common
Stock

By Schmidt
Science and
Philanthropic
Foundation

Class A
Google
Stock
Unit (11)

87,862 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)

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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					(12)	(13)	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0					(12)	(13)	Class A Common Stock	148,982
Class B Common Stock	\$ 0					(12)	(13)	Class A Common Stock	690,311
Class B Common Stock	\$ 0					(12)	(13)	Class A Common Stock	2,496,750

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

SCHMIDT ERIC E
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

X

Executive Chairman of Board

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

08/06/2014

**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) On January 29, 2014, Google Inc. declared a stock dividend...
(2) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013...
(3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
(4) This grant vests as follows: 31/48 of the 4,773 shares vest on September 25, 2013...
(5) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person...
(6) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock...
(7) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date...
(8) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013...
(9) The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock...
(10) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015...
(11) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015...
(12) All shares are exercisable as of the transaction date.
(13) There is no expiration date for the Issuer's Class B Common Stock.

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