

Google Inc.
Form 4
January 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
01/27/2014

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 (A) or (D)	Price			
Class A Common Stock ⁽¹⁾	01/27/2014		S		61 D	\$ 1,112.3895	557	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014		S		83 D	\$ 1,113.4629	474	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014		S		36 D	\$ 1,114.5565	438	I	By Limited Partnership II
Class A Common	01/27/2014		S		36 D	\$ 1,115.305	402	I	By Limited Partnership

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Stock ⁽¹⁾								II
Class A Common Stock ⁽¹⁾	01/27/2014	S	18	D	\$ 1,116.51	384	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	36	D	\$ 1,117.5	348	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	42	D	\$ 1,118.6286	306	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	18	D	\$ 1,119.6533	288	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	6	D	\$ 1,122.36	246	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	36	D	\$ 1,121.355	252	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	36	D	\$ 1,123.515	210	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	24	D	\$ 1,124.535	186	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	180	D	\$ 1,125.6606	6	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	6	D	\$ 1,126.42	0	I	By Limited Partnership II
Class A Common Stock	01/27/2014	S	224	D	\$ 1,101.5135	52,805	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	177	D	\$ 1,102.5934	52,628	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	292	D	\$ 1,103.4034	52,336	I	By The Schmidt Family Foundation
	01/27/2014	S	179	D	\$ 1,104.325	52,157	I	

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Class A Common Stock								By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	342	D	\$ 1,105.556	51,815	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	327	D	\$ 1,106.488	51,488	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	223	D	\$ 1,107.667	51,265	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	237	D	\$ 1,108.3981	51,028	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	418	D	\$ 1,109.5396	50,610	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	329	D	\$ 1,110.6342	50,281	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	505	D	\$ 1,111.5286	49,776	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	151	D	\$ 1,112.3895	49,625	I	By The Schmidt Family Foundation
Class A Common Stock	01/27/2014	S	206	D	\$ 1,113.4629	49,419	I	By The Schmidt Family Foundation

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	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
01/29/2014

__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) 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.

Remarks:

All trades reported on this Form 4 were made in multiple transactions within \$1.00 of the weighted average prices stated in Co
All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting P

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