

Google Inc.  
Form 4  
February 04, 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  
burden hours per  
response... 0.5

(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)  
02/03/2014

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
Google Stock Unit <sup>(1)</sup>	02/03/2014		F <sup>(2)</sup>		52	D	\$ 1,180.97
Google Stock Unit <sup>(1)</sup>	02/03/2014		C <sup>(3)</sup>		47	D	\$ 0
Class A Common Stock <sup>(4)</sup>	02/03/2014		C <sup>(3)</sup>		47	A	\$ 0
Google Stock	02/03/2014		F <sup>(2)</sup>		195	D	\$ 1,180.97

Edgar Filing: Google Inc. - Form 4

Unit <sup>(5)</sup>

Google Stock Unit <sup>(5)</sup>	02/03/2014	C <sup>(3)</sup>	322	D	\$ 0	2,067	D
--	------------	------------------	-----	---	------	-------	---

Class A Common Stock <sup>(4)</sup>	02/03/2014	C <sup>(3)</sup>	322	A	\$ 0	37,194	D
---	------------	------------------	-----	---	------	--------	---

Google Stock Unit <sup>(6)</sup>	02/03/2014	F <sup>(2)</sup>	2,932	D	\$ 1,180.97	25,481	D
--	------------	------------------	-------	---	----------------	--------	---

Class A Common Stock <sup>(4)</sup>	02/03/2014	C <sup>(3)</sup>	2,751	A	\$ 0	39,945	D
---	------------	------------------	-------	---	------	--------	---

Google Stock Unit <sup>(6)</sup>	02/03/2014	C <sup>(3)</sup>	2,751	D	\$ 0	22,730	D
--	------------	------------------	-------	---	------	--------	---

Class A Common Stock						48,244	I	By The Schmidt Family Foundation
Class A Common Stock						18,508	I	By Schmidt Ocean Institute
Class A Common Stock						183,428	I	By Schmidt Science and Philanthropic Foundation

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De Se (In
---	---	---	---	---	---	--	---	-----------------------

# Edgar Filing: Google Inc. - Form 4

		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(7)</u>	<u>(8)</u>	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0					<u>(7)</u>	<u>(8)</u>	Class A Common Stock	153,782
Class B Common Stock	\$ 0					<u>(7)</u>	<u>(8)</u>	Class A Common Stock	706,961
Class B Common Stock	\$ 0					<u>(7)</u>	<u>(8)</u>	Class A Common Stock	2,538,750
Option To Purchase Class A Common Stock	\$ 612					<u>(9)</u>	02/02/2021	Class A Common Stock	181,840

## 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

02/04/2014

\_\_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) 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: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (3) Vesting of GSUs grant of which was previously reported in Form 4.
- (4)

## Edgar Filing: Google Inc. - Form 4

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.

- (5) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (6) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) All shares are exercisable as of the transaction date.
- (8) There is no expiration date for the Issuer's Class B Common Stock.

The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares

- (9) shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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.