if no lo subject Section Form 4 Form 5 obligat may co <i>See</i> Ins 1(b).	M 4 UNITED this box onger t to n 16. 4 or 5 Filed pu Section 17	MENT O Irsuant to a (a) of the	W F CHA Section Public	ashingto NGES I SECU 16(a) of Utility H	on, D.C. N BENE JRITIES the Secu olding C	2054 CFIC S urities ompa	9 IAL OWN	DMMISSION ERSHIP OF Act of 1934, 1935 or Sectior	OMB Number: Expires: Estimated burden ho response.	urs per
(Print or Typ	e Responses)									
1. Name and SCHMID	I Address of Reporting T ERIC E	g Person <u>*</u>	Symbol	er Name a l e Inc. [G		or Tra		5. Relationship of Issuer		
(Last)	(First)	(Middle)		of Earliest		on		(Check all applicable)		
	GLE INC., 1600 HEATRE PARKV	VAY	(Month 05/23/	/2014 -				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Executive Chairman of Board		
				Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
MOUNTA	AIN VIEW, CA 94	4043						_A_ Form filed by O Form filed by M Person		
(City)	(State)	(Zip)	Та	ble I - Noi	n-Derivati	ve Seo	curities Acqu	ired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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 C Capital Stock (1)	05/23/2014			S	119	D	\$ 543.9181	27,449	I	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014			S	476	D	\$ 544.4566 (<u>3)</u>	26,973	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014			S	997	D	\$ 545.4823 (4)	25,976	Ι	By The Schmidt Family Foundation

Class C Capital Stock (1)	05/23/2014	S	506	D	\$ 546.4055 (5)	25,470	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014	S	774	D	\$ 547.5376 (<u>6)</u>	24,696	I	By The Schmidt Family Foundation
Class C Capital Stock <u>(1)</u>	05/23/2014	S	1,472	D	\$ 548.5405 (7)	23,224	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014	S	848	D	\$ 549.3742 (8)	22,376	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014	S	432	D	\$ 550.6431 (9)	21,944	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014	S	134	D	\$ 551.5671 (10)	21,810	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014	S	836	D	\$ 552.6485 (11)	20,974	Ι	By The Schmidt Family Foundation
Class C Capital Stock (1)	05/23/2014	S	298	D	\$ 553.224 (12)	20,676	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	182	D	\$ 554.6184 (13)	27,386	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	402	D	\$ 555.5822 (14)	26,984	Ι	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	685	D	\$ 556.4259 (15)	26,299	I	By The Schmidt Family Foundation
	05/23/2014	S	670	D		25,629	Ι	

Class A Common Stock					\$ 557.6111 (16)			By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	818	D	\$ 558.2979 (17)	24,811	Ι	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	1,058	D	\$ 559.6656 (18)	23,753	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	1,026	D	\$ 560.2909 (19)	22,727	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	357	D	\$ 561.6036 (20)	22,370	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	226	D	\$ 562.4128 (21)	22,144	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	873	D	\$ 563.6562 (22)	21,271	I	By The Schmidt Family Foundation
Class A Common Stock	05/23/2014	S	595	D	\$ 564.3016 (23)	20,676	I	By The Schmidt Family 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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo

(A) or

of (D)

Disposed

(Instr. 3,

Repo Trans (Instr

4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date 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	Х		Executive Chairman of Board					
Signatures								
la Valantina Margulia as attornay in f	oct for Fr	ic F						

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

**Signature of Reporting Person

Date

05/28/2014

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).

This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2,

(1) of the dividend, an inducts of record of chass A common Stock and chass B common Stock on Match 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$543.84 to \$544.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the

- (2) \$545.84 to \$544.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the start of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (23) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$544.01 to \$545.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$545.01 to \$546.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$546.01 to \$547.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$547.01 to \$548.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$548.01 to \$549.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$549.01 to \$550.00, inclusive.

(9)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$550.01 to \$551.00, inclusive.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$551.01 to \$552.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$552.01 to \$553.00, inclusive
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$553.01 to \$554.00, inclusive
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$554.29 to \$555.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$555.01 to \$556.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$556.01 to \$557.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$557.01 to \$558.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$559.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$559.01 to \$560.00, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$560.01 to \$561.00, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$561.01 to \$562.00, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$562.01 to \$563.00, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.01 to \$565.00, inclusive.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Pe

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.