

Google Inc.
Form 4
August 08, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Nikesh

(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)
08/06/2014

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 ____X____ Other (specify
below) below)
Former Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|--|---|---|--------------------------------------|---|--|--|---|
| Class C Capital Stock | 08/06/2014 | | C ⁽¹⁾ | 194 A \$ 0 | 388 | D | |
| Class C Google Stock Unit (2) (3) | 08/06/2014 | | C ⁽¹⁾ | 194 D \$ 0 | 6,722 | D | |
| Class C Google Stock Unit (2) (3) | 08/06/2014 | | F ⁽⁴⁾ | 213 D \$ 565.07 | 6,509 | D | |

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| | | | | | | | |
|--|------------|--------------|-----|---|--------------|--------|---|
| Class A Common Stock | 08/06/2014 | <u>C</u> (1) | 194 | A | \$ 0 | 388 | D |
| Class A Google Stock Unit (5) | 08/06/2014 | <u>C</u> (1) | 194 | D | \$ 0 | 6,722 | D |
| Class A Google Stock Unit (5) | 08/06/2014 | <u>F</u> (4) | 213 | D | \$ 573.14 | 6,509 | D |
| Class C Google Stock Unit (2) (6) | | | | | | 2,500 | D |
| Class C Google Stock Unit (2) (7) | | | | | | 34,581 | D |
| Class C Google Stock Unit (2) (8) | | | | | | 1,463 | D |
| Class A Google Stock Unit (9) | | | | | | 2,500 | D |
| Class A Google Stock Unit (10) | | | | | | 34,581 | D |
| Class A Google Stock Unit (11) | | | | | | 1,463 | D |

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)**

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| 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. Pr Deri Secu (Inst |
|--|---|---|---|---|---|--|--------------------|---|-------------------------------------|--------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option to Purchase Class C Capital Stock ⁽¹²⁾ | \$ 316.9399 | | | | | 04/25/2016 | 04/04/2022 | Class C Capital Stock | 69,162 | |
| Option to Purchase Class C Capital Stock ⁽¹³⁾ | \$ 281.6107 | | | | | ⁽¹⁴⁾ | 12/01/2020 | Class C Capital Stock | 4,999 | |
| Option to Purchase Class C Capital Stock ⁽¹⁵⁾ | \$ 286.5159 | | | | | ⁽¹⁶⁾ | 04/06/2021 | Class C Capital Stock | 14,644 | |
| Option To Purchase Class A Common Stock | \$ 318.2102 | | | | | 04/25/2016 | 04/04/2022 | Class A Common Stock | 69,162 | |
| Option To Purchase Class A Common Stock | \$ 282.7394 | | | | | ⁽¹⁴⁾ | 12/01/2020 | Class A Common Stock | 4,999 | |
| Option To Purchase Class A Common Stock | \$ 287.6642 | | | | | ⁽¹⁷⁾ | 04/06/2021 | Class A Common Stock | 14,644 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | | Former Officer |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh
Arora

08/08/2014

__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) Vesting of GSUs grant of which was previously reported in Form 4.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(3) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSUs as the Class C GSUs vest. This grant vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.

(4) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

(5) 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 the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.

(6) This grant vest as follows: 1/4th of the grant vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.

(7) 100% of this grant will vest on April 25, 2016, subject to continued employment with Google on such date.

(8) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.

(9) The GSUs vest as follows: 1/4th of the GSUs vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.

(10) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.

(11) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 69,162 shares of Class A Common Stock at an exercise price of \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 69,162 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

(13)

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On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 6,666 shares of Class A Common Stock at an exercise price of \$564.35 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 6,666 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$282.7394 and the portion of the option covering Class C Capital Stock has an exercise price of \$281.6107 per share.

- (14) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 17,065 shares of Class A Common Stock at an exercise price of \$574.18 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 17,065 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.

- (15) \$574.18 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 17,065 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.
- (16) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

- (17) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th 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.

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