

Google Inc.
Form 4
February 09, 2015

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 *
PICHETTE PATRICK

(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)
02/06/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

SVP & Chief Financial 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 ⁽¹⁾	02/06/2015		M	610	A \$ 0 941	D	
Class A Common Stock	02/06/2015		M	610	A \$ 0 941	D	
Class A Common Stock	02/06/2015		S	610	D \$ 531.01 331	D	
Class C Capital	02/06/2015		S	610	D \$ 528.49 331	D	

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Stock ⁽¹⁾								
Class C								
Google								
Stock Unit	02/06/2015	C ⁽⁴⁾	145	D	\$ 0	3,211	D	
⁽²⁾ ⁽³⁾								
Class C								
Capital	02/06/2015	C ⁽⁴⁾	145	A	\$ 0	476	D	
Stock ⁽¹⁾								
Class C								
Google								
Stock Unit	02/06/2015	F ⁽⁵⁾	160	D	\$ 527.58	3,051	D	
⁽²⁾ ⁽³⁾								
Class A								
Google								
Stock Unit	02/06/2015	C ⁽⁴⁾	145	D	\$ 0	3,211	D	
⁽⁶⁾								
Class A								
Common	02/06/2015	C ⁽⁴⁾	145	A	\$ 0	476	D	
Stock								
Class A								
Google								
Stock Unit	02/06/2015	F ⁽⁴⁾	160	D	\$ 529.83	3,051	D	
⁽⁶⁾								
Class C								By The
Capital						5,245	I	Bay
Stock ⁽¹⁾								Meadow
								L.P.
Class A								By The
Common						5,245	I	Bay
Stock								Meadow
								L.P.
Class C								
Google								
Stock Unit						30,259	D	
⁽²⁾ ⁽⁷⁾								
Class C								
Google								
Stock Unit						4,323	D	
⁽²⁾ ⁽⁸⁾								
Class C								
Google								
Stock Unit						70,788	D	
⁽⁹⁾								
Class A						4,323	D	
Google								

Stock Unit
(8)

Class A
Google
Stock Unit
(10) (11)

30,259 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. Amount or Number of Shares
Option to Purchase Class C Capital Stock ⁽¹²⁾	\$ 286.5159	02/06/2015		M	610	⁽¹³⁾ 04/06/2021	Class C Capital Stock	610
Option To Purchase Class A Common Stock ⁽¹²⁾	\$ 287.6642	02/06/2015		M	610	⁽¹³⁾ 04/06/2021	Class A Common Stock	610
Option to Purchase Class C Capital Stock ⁽¹⁴⁾	\$ 316.9399					04/25/2015 04/04/2022	Class C Capital Stock	8,646
Option to Purchase Class C Capital	\$ 316.9399					04/25/2016 04/04/2022	Class C Capital Stock	60,517

Stock ⁽¹⁵⁾

Option

To

Purchase \$

Class A 318.2102

Common

Stock ⁽¹⁴⁾

Option

To

Purchase \$

Class A 318.2102

Common

Stock ⁽¹⁵⁾

			Class A	
04/25/2015	04/04/2022		Common	8,646
			Stock	

			Class A	
04/25/2016	04/04/2022		Common	60,517
			Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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PICHETTE PATRICK
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

SVP & Chief Financial Officer

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Patrick
Pichette

02/09/2015

 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) 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 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.

(2) 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 Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the Class C GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

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

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

(6)

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The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

- (7) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. 100% of the grant will vest on April 25, 2016.
- (8) 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (9) 100% of GSUs will vest on April 25, 2018, subject to continued employment on such vesting date.
- (10) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (11) 100% of the grant will vest on April 25, 2016.

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 12,204 shares of Class A Common Stock at an exercise price of

(12) \$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 12,204 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.

- 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 the Reporting Person's continued employment with Google on the applicable vesting dates.
- (13)

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 8,646 shares of Class A Common Stock at an exercise price of

(14) \$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 8,646 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.

- 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 60,517 shares of Class A Common Stock at an exercise price of
- (15) \$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 60,517 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.

Remarks:

All sale transactions were effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person.

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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