Google Inc.
Form 4
February 25, 2015

# FORM 4

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

**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

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brin Sergey

(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)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-Founder

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock (1) | 02/25/2015 | | C | | 16,666 | A | $ 0 | 16,666 | D | |
| Class A Common Stock (1) | 02/25/2015 | | S | | 628 | D | $ 539.0114 (2) | 16,038 | D | |
| Class A Common Stock (1) | 02/25/2015 | | S | | 500 | D | $ 540.5666 (3) | 15,538 | D | |
| Class A Common | 02/25/2015 | | S | | 528 | D | $ 541.2938 | 15,010 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Stock [1] | | | | | [4] | | |
| Class A Common Stock [1] | 02/25/2015 | S | 812 | D | $ 542.7973 [5] | 14,198 | D |
| Class A Common Stock [1] | 02/25/2015 | S | 1,076 | D | $ 543.8745 [6] | 13,122 | D |
| Class A Common Stock [1] | 02/25/2015 | S | 1,215 | D | $ 544.7129 [7] | 11,907 | D |
| Class A Common Stock [1] | 02/25/2015 | S | 2,274 | D | $ 545.9018 [8] | 9,633 | D |
| Class A Common Stock [1] | 02/25/2015 | S | 3,640 | D | $ 546.8903 [9] | 5,993 | D |
| Class A Common Stock [1] | 02/25/2015 | S | 4,355 | D | $ 547.946 [10] | 1,638 | D |
| Class A Common Stock [1] | 02/25/2015 | S | 1,638 | D | $ 548.7436 [11] | 0 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 689 | D | $ 536.3449 [13] | 22,028,627 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 606 | D | $ 537.9665 [14] | 22,028,021 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 800 | D | $ 539.3184 [15] | 22,027,221 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 965 | D | $ 540.6616 [16] | 22,026,256 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 1,771 | D | $ 541.6078 [17] | 22,024,485 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 2,625 | D | $ 542.7635 [18] | 22,021,860 | D |
| Class C Capital Stock [12] | 02/25/2015 | S | 2,993 | D | $ 543.7004 [19] | 22,018,867 | D |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Class C Capital Stock (12) | 02/25/2015 | | S | 4,996 | D | $ 544.6255 (20) | 22,013,871 | D |
| Class C Capital Stock (12) | 02/25/2015 | | S | 1,221 | D | $ 545.5043 (21) | 22,012,650 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. P Deri Secu (Ins |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | $ 0 | 02/25/2015 | | C | | | 16,666 | (22) | (23) | Class A Common Stock | 16,666 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Brin Sergey<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | X | X | Co-Founder | |

# Signatures

| | |
|---|---|
| /s/ Valentina Margulis, as attorney-in-fact for Sergey Brin | 02/25/2015 |
| **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)** | 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. |
| **(2)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $538.60 to $539.59, inclusive. The reporting person undertakes to provide to any security holder of Google Inc. or the staff 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 (11) and (13) through (21) to this Form 4. |
| **(3)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $539.89 to $540.88, inclusive. |
| **(4)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $540.90 to $541.89, inclusive. |
| **(5)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $542.30 to $543.29, inclusive. |
| **(6)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $543.32 to $544.31, inclusive. |
| **(7)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $544.33 to $545.32, inclusive. |
| **(8)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $545.36 to $546.35, inclusive. |
| **(9)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $546.37 to $547.36, inclusive. |
| **(10)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $547.44 to $548.43, inclusive. |
| **(11)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $548.47 to $549.46, inclusive. |
| **(12)** | 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, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding. |
| **(13)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $535.97 to $536.96, inclusive. |
| **(14)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $537.81 to $538.80, inclusive. |
| **(15)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $538.94 to $539.93, inclusive. |
| **(16)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $540.20 to $541.19, inclusive. |
| **(17)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $541.20 to $542.19, inclusive. |
| **(18)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $542.20 to $543.19, inclusive. |
| **(19)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $543.20 to $544.19, inclusive. |
| **(20)** | The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $544.20 to $545.19, inclusive. |
| **(21)** | |

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $545.29 to $546.28, inclusive.

**(22)** All shares are exercisable as of the transaction date.

**(23)** There is no expiration date for the Issuer's Class B Common Stock.

**Remarks:**

All transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Perso

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