GOOGLE INC.
Form 4
August 07, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person [*]
Drummond David C

(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)
08/06/2015

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, Corporate Development

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 Google Stock Unit [(1)]	08/06/2015		C		145	D	$ 0	1,381	D	
Class A Common Stock	08/06/2015		C		145	A	$ 0	3,159	D	
Class A Google Stock Unit [(1)]	08/06/2015		F [(2)]		160	D	$ 673.29	1,221	D	

Class C Google Stock Unit (3)	08/06/2015		C	145	D	$ 0	1,381	D	
Class C Capital Stock	08/06/2015		C	145	A	$ 0	21,743	D	
Class C Google Stock Unit (3)	08/06/2015		F (2)	160	D	$ 643.78	1,221	D	
Class A Google Stock Unit (4)							22,478	D	
Class A Common Stock							2,090	I	By Spouse
Class C Google Stock Unit (4)							22,478	D	
Class C Google Stock Unit (5)							70,788	D	
Class C Capital Stock							2,095	I	By Spouse

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)	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

				(Instr. 3, 4, and 5)					
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	$ 0					(6)	(7)	Class A Common Stock	21,332
Option to Purchase Class C Capital Stock (8)	$ 316.9399					04/25/2016	04/04/2022	Class C Capital Stock	44,955
Option to Purchase Class C Capital Stock (9)	$ 316.9339					04/25/2015	04/04/2022	Class C Capital Stock	8,646
Option to Purchase Class C Capital Stock (10)	$ 153.9765					(11)	03/01/2017	Class C Capital Stock	30,000
Option to Purchase Class C Capital Stock (12)	$ 281.6107					(13)	12/01/2020	Class C Capital Stock	9,998
Option to Purchase Class C Capital Stock (14)	$ 286.5159					(15)	04/06/2021	Class C Capital Stock	29,288
Option to Purchase Class C Capital Stock (16)	$ 159.1411					(13)	03/04/2019	Class C Capital Stock	34,138
Option To Purchase Class A Common Stock (8)	$ 318.2102					04/25/2016	04/04/2022	Class A Common Stock	44,955
Option To	$ 318.2102					04/25/2015	04/04/2022	Class A Common	8,646

Purchase Class A Common Stock [(9)]				Stock	
Option To Purchase Class A Common Stock	$ 159.779	[(13)]	03/04/2019	Class A Common Stock	34,138
Option To Purchase Class A Common Stock [(12)]	$ 282.7394	[(13)]	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common Stock [(14)]	$ 287.6642	[(15)]	04/06/2021	Class A Common Stock	29,288
Option To Purchase Class A Common Stock [(10)]	$ 154.5936	[(11)]	03/01/2017	Class A Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP, Corporate Development	

Signatures

/s/ Valentina Margulis, attorney-in-fact for David C. Drummond	08/07/2015
**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)	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 shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.
(2)	Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
(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 grant vested on the vesting start date (1/6/2012) and 1/48th of the grant vests each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.
(4)	100% of the grant will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
(5)	100% of GSUs will vest on April 25, 2018, subject to continued employment on such vesting date.
(6)	All shares are exercisable as of the transaction date.
(7)	There is no expiration date for Google Inc.'s Class B Common Stock.
(8)	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 44,955 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 44,955 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.
(9)	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 $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.
(10)	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 30,000 shares of Class A Common Stock at an exercise price of $308.57 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 30,000 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 $154.5936 and the portion of the option covering Class C Capital Stock has an exercise price of $153.9765 per share.
(11)	The option is fully vested.
(12)	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 9,998 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 9,998 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.
(13)	The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
(14)	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 29,288 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 29,288 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) 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, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

(16) 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 34,138 shares of Class A Common Stock at an exercise price of $318.92 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 34,138 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 $159.779 and the portion of the option covering Class C Capital Stock has an exercise price of $159.1411 per share.

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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