PICHETTE PATRICK

Form 4

March 06, 2012

FORM 4

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

OMB Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 January 31, Expires: 2005

0.5

Estimated average

burden hours per

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

response...

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PICHETTE PATRICK	2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% OwnerX Officer (give title Other (specify below)		
(Last) (First) (Middle) C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2012			
(Street) MOUNTAIN VIEW, CA 94043	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Google			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
_	03/05/2012		F	997	D	621.25 (2)	9,672	D	
Google Stock Unit	03/05/2012		С	1,137	D	\$ 0	8,535	D	
Class A Common Stock	03/05/2012		С	1,137	A	\$ 0	1,803	D	
Google Stock Unit							1,389	D	

Edgar Filing: PICHETTE PATRICK - Form 4

Google
Stock Unit
(4)

13,747 D

Google

Stock Unit 14,034 D

(5)

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)

> 8. Prio Deriv Secur (Instr.

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 574.18					<u>(6)</u>	04/06/2021	Class A Common Stock	28,068
Option To Purchase Class A Common Stock	\$ 308.57					<u>(7)</u>	08/06/2018	Class A Common Stock	4,168
Option To Purchase Class A Common Stock	\$ 318.92					(8)	03/04/2019	Class A Common Stock	18,492

Edgar Filing: PICHETTE PATRICK - Form 4

Option To

Purchase \$ 564.35 Class A

Class A (9) 12/01/2020 Common 28,327 Stock

Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

03/06/2012

**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).
- 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: 1/4th of GSUs shall vest 12 months after vesting commencement **(1)** date and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations upon vesting of GSUs.
 - 910 of the Google Stock Units ("GSUs") shall vest 6 months after August 1, 2008, subject to continued employment with Google. If employment is terminated prior to the six-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately
- vest. Another 910 of the GSUs shall vest 12 months after August 1, 2008, subject to continued employment with Google. If employment is terminated after six months but prior to the twelve-month vesting date, other than as a result of resignation, 910 of the GSUs will immediately vest. 5,556 of the GSUs shall vest annually at a rate of 1/4 each year over four years, beginning on August 1, 2009, subject to continued employment with Google on such vesting dates.
- The Google Stock Units ("GSUs") entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each (4) share underlying the GSU as the GSU vests. The GSUs vest as follows: 1/4th of GSUs shall vest on the one-year grant date anniversary and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- 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 until the units are fully vested, subject to continued employment with Google on the applicable vesting
- 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.
- The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In (7)addition, the option will vest no sooner than September 9, 2009.
- The option provided for vesting as follows: 1/4th of the option shall vest 12 months after vesting commencement date and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Reporting Owners 3

Edgar Filing: PICHETTE PATRICK - Form 4

(9) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary 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. 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.