PICHETTE PATRICK

Form 4 April 06, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PICHETTE PATRICK

(First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year)

04/04/2012

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title 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

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	Fransaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Coorle			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Google Stock Unit	04/04/2012		A	4,323	A	\$0	4,323	D			
Google Stock Unit	04/04/2012		A	30,259	A	\$0	30,259	D			
Google Stock Unit							1,389	D			
Google Stock Unit							13,747	D			

(4)

 Google
 8,535
 D

 Stock Unit
 8,535
 D

 Google
 Stock Unit
 13,729
 D

 (6)
 D
 10,729
 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 635.15	04/04/2012		A	8,646	04/25/2015	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock	\$ 635.15	04/04/2012		A	60,517	04/25/2016	04/04/2022	Class A Common Stock	60,517
Option To Purchase Class A Common Stock	\$ 318.92					<u>(7)</u>	03/04/2019	Class A Common Stock	18,492
Option To	\$ 574.18					(8)	04/06/2021	Class A Common	28,068

Purchase Stock Class A Common Stock Option To Class A **Purchase** (9) 08/06/2018 Common \$ 308.57 4,168 Class A Stock Common Stock Option To Class A Purchase (10)\$ 564.35 12/01/2020 Common 28,327 Class A Stock Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

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

04/06/2012

**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. 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (2) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (3) 910 of the GSU vested on each February 1, 2009 and August 1, 2009. 5,556 of the GSUs 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.
- (4) The GSUs vest as follows: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (5) The GSUs vest as follows: 1/4th of GSUs vested on 3/4/2010 and 1/16th of shares vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- 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 continued employment with Google on the applicable vesting dates.

Reporting Owners 3

- (7) The option provided for vesting as follows: 1/4th of the option vested on 3/4/2010 and 1/48th vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8) 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.
- (9) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule.
- The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest 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.