

Google Inc.  
Form 4  
August 01, 2012

**FORM 4**

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

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).

**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 \*  
SCHMIDT ERIC E

(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)  
07/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock <sup>(1)</sup>	07/31/2012		C		1,125	A	\$ 0
							1,125
							I
							By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012		C		13,662	A	\$ 0
							13,662
							I
							By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012		S		65	D	\$ 628.2678
							<sup>(2)</sup>
							1,060
							I
							By Trust
Class A Common	07/31/2012		S		6	D	\$ 629.04
							<sup>(3)</sup>
							1,054
							I
							By Trust

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Stock <sup>(1)</sup>								
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	21	D	\$ 631.8332 <sup>(4)</sup>	1,033	I	By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	270	D	\$ 632.6186 <sup>(5)</sup>	763	I	By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	485	D	\$ 633.6414 <sup>(6)</sup>	278	I	By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	198	D	\$ 634.4446 <sup>(7)</sup>	80	I	By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	74	D	\$ 635.3135 <sup>(8)</sup>	6	I	By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	6	D	\$ 636.09 <sup>(9)</sup>	0	I	By Trust
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	791	D	\$ 628.2678 <sup>(2)</sup>	12,871	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	78	D	\$ 629.04 <sup>(3)</sup>	12,793	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	258	D	\$ 631.8332 <sup>(4)</sup>	12,535	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	3,279	D	\$ 632.6186 <sup>(5)</sup>	9,256	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	5,872	D	\$ 633.6414 <sup>(6)</sup>	3,384	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	2,408	D	\$ 634.4446 <sup>(7)</sup>	976	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	898	D	\$ 635.3135 <sup>(8)</sup>	78	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	07/31/2012	S	78	D	\$ 636.09 <sup>(9)</sup>	0	I	By Limited Partnership II

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Class A Common Stock <sup>(1)</sup>	15,320	D	
Class A Common Stock <sup>(1)</sup>	43,752	I	By Family Foundation
Google Stock Unit <sup>(10)</sup>	62,508	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	\$ 0	07/31/2012		C	1,125	<u>(11)</u>	<u>(12)</u>	Class A Common Stock	1,125
Class B Common Stock	\$ 0	07/31/2012		C	13,662	<u>(11)</u>	<u>(12)</u>	Class A Common Stock	13,662
Class B Common Stock	\$ 0					<u>(11)</u>	<u>(12)</u>	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0					<u>(11)</u>	<u>(12)</u>	Class A Common Stock	256,000
Option To Purchase Class A Common Stock	\$ 612					<u>(13)</u>	02/02/2021	Class A Common Stock	181,840



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**Remarks:**

This Form 4 is one of two Form 4s filed on August 1, 2012 for transactions effected by the Reporting Person on July 31, 2012.

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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