**Brin Sergey** Form 4 February 06, 2013

# FORM 4

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

**OMB** 3235-0287

Check this box if no longer subject to Section 16.

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **Brin Sergey** 

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

Google Inc. [GOOG]

02/05/2013

(Check all applicable)

C/O GOOGLE INC., 1600

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

\_X\_\_ 10% Owner \_X\_\_ Director X\_ Officer (give title \_\_ Other (specify

AMPHITHEATRE PARKWAY

4. If Amendment, Date Original

Co-Founder

(Street)

(First)

(Middle)

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

below)

**MOUNTAIN VIEW, CA 94043** 

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	rities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Execution Date, if TransactiorDisposed of (D) any Code (Instr. 3, 4 and 5) Month/Day/Year) (Instr. 8)  (A) or		)	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)	
Class A Common Stock (1)	02/05/2013		Code V	Amount 83,334	(D)	\$ 0	91,754	D	
Class A Common Stock (1)	02/05/2013		S	500	D	\$ 759.837 (2)	91,254	D	
Class A Common Stock (1)	02/05/2013		S	1,500	D	\$ 760.4648 (3)	89,754	D	
Class A Common	02/05/2013		S	1,500	D	\$ 761.2097	88,254	D	

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Stock (1)					<u>(4)</u>		
Class A Common Stock (1)	02/05/2013	S	1,300	D	\$ 762.5912 (5)	86,954	D
Class A Common Stock (1)	02/05/2013	S	1,500	D	\$ 763.584 (6)	85,454	D
Class A Common Stock (1)	02/05/2013	S	900	D	\$ 764.5961 <u>(7)</u>	84,554	D
Class A Common Stock (1)	02/05/2013	S	6,710	D	\$ 765.6397 (8)	77,844	D
Class A Common Stock (1)	02/05/2013	S	13,687	D	\$ 766.5723	64,157	D
Class A Common Stock (1)	02/05/2013	S	18,063	D	\$ 767.5412 (10)	46,094	D
Class A Common Stock (1)	02/05/2013	S	17,570	D	\$ 768.4917 (11)	28,524	D
Class A Common Stock (1)	02/05/2013	S	17,904	D	\$ 769.3618 (12)	10,620	D
Class A Common Stock (1)	02/05/2013	S	2,200	D	\$ 770.3225 (13)	8,420	D

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. Transactic Code (Instr. 8)	5. Number of or 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)
				Code V	(A) (D)		Title

8. P Der Sec (Ins

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Class B Common Stock	\$ 0	02/05/2013	С	83,334	(14)	(15)	Class A Common Stock	83,334

# **Reporting Owners**

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

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for Sergey Brin

Date

02/06/2013

\*\*Signature of Reporting Person

# **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).
- Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of **(1)** Reporting Person.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$759.7775 to \$759.90, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and **(2)** 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 (13) to this Form 4.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$760.03 to (3)\$760.9525, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$761.08 to **(4)** \$761.735, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$762.13 to **(5)** \$762.89, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$763.3050 to **(6)** \$763.92, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$764.22 to **(7)** \$764.98, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$765.15 to (8)\$765.9850, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$766.01 to (9)\$766.98, inclusive.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$767.04 to (10)\$767.99, inclusive.

Reporting Owners 3

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- (11) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$768.01 to \$768.99, inclusive.
- (12) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$769.005 to \$769.9050, inclusive.
- (13) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$770.0225 to \$770.925, inclusive.
- (14) All shares are exercisable as of the transaction date.
- (15) There is no expiration date for the Issuer's Class B Common Stock.

#### **Remarks:**

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