

Google Inc.
Form 4
January 29, 2014

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)
01/27/2014

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) | |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------------------------|
| | | | | (A) or (D) | Price | | | |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | | S | 61 D | \$ 1,112.3895 | 557 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | | S | 83 D | \$ 1,113.4629 | 474 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | | S | 36 D | \$ 1,114.5565 | 438 | I | By Limited Partnership II |
| Class A Common | 01/27/2014 | | S | 36 D | \$ 1,115.305 | 402 | I | By Limited Partnership |

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| | | | | | | | | |
|---|------------|---|-----|---|------------------|--------|---|---|
| Stock ⁽¹⁾ | | | | | | | | II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 18 | D | \$ 1,116.51 | 384 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 36 | D | \$ 1,117.5 | 348 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 42 | D | \$ 1,118.6286 | 306 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 18 | D | \$ 1,119.6533 | 288 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 6 | D | \$ 1,122.36 | 246 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 36 | D | \$ 1,121.355 | 252 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 36 | D | \$ 1,123.515 | 210 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 24 | D | \$ 1,124.535 | 186 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 180 | D | \$ 1,125.6606 | 6 | I | By Limited Partnership II |
| Class A Common Stock ⁽¹⁾ | 01/27/2014 | S | 6 | D | \$ 1,126.42 | 0 | I | By Limited Partnership II |
| Class A Common Stock | 01/27/2014 | S | 224 | D | \$ 1,101.5135 | 52,805 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 177 | D | \$ 1,102.5934 | 52,628 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 292 | D | \$ 1,103.4034 | 52,336 | I | By The Schmidt Family Foundation |
| | 01/27/2014 | S | 179 | D | \$ 1,104.325 | 52,157 | I | |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|---------------|--------|---|---|
| Class A Common Stock | | | | | | | | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 342 | D | \$ 1,105.556 | 51,815 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 327 | D | \$ 1,106.488 | 51,488 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 223 | D | \$ 1,107.667 | 51,265 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 237 | D | \$ 1,108.3981 | 51,028 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 418 | D | \$ 1,109.5396 | 50,610 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 329 | D | \$ 1,110.6342 | 50,281 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 505 | D | \$ 1,111.5286 | 49,776 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 151 | D | \$ 1,112.3895 | 49,625 | I | By The Schmidt Family Foundation |
| Class A Common Stock | 01/27/2014 | S | 206 | D | \$ 1,113.4629 | 49,419 | I | By The Schmidt Family Foundation |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | X | | Executive Chairman of Board | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt 01/29/2014

__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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.

Remarks:

All trades reported on this Form 4 were made in multiple transactions within \$1.00 of the weighted average prices stated in CO
 All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting P
 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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