

Google Inc.
Form 4
June 26, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
06/24/2014

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Class A Common Stock ⁽¹⁾	06/24/2014		C		7,000 A \$ 0	7,000	I	By The Schmidt Family Living Trust
Class A Common Stock ⁽¹⁾	06/24/2014		S		136 D \$ 569.5993 ⁽²⁾	6,864	I	By The Schmidt Family Living Trust
Class A Common Stock ⁽¹⁾	06/24/2014		S		272 D \$ 570.5208 ⁽³⁾	6,592	I	By The Schmidt Family Living Trust

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Class A Common Stock <u>(1)</u>	06/24/2014	S	272	D	\$ 571.3494 <u>(4)</u>	6,320	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	655	D	\$ 572.5835 <u>(5)</u>	5,665	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	432	D	\$ 573.3745 <u>(6)</u>	5,233	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	378	D	\$ 574.2539 <u>(7)</u>	4,855	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	394	D	\$ 575.7072 <u>(8)</u>	4,461	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	348	D	\$ 576.4804 <u>(9)</u>	4,113	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	803	D	\$ 577.6515 <u>(10)</u>	3,310	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	1,128	D	\$ 578.4817 <u>(11)</u>	2,182	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	680	D	\$ 579.6306 <u>(12)</u>	1,502	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	1,076	D	\$ 580.4882 <u>(13)</u>	426	I	By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>	06/24/2014	S	411	D	\$ 581.4797 <u>(14)</u>	15	I	By The Schmidt Family Living Trust
	06/24/2014	S	15	D		0	I	

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Class A Common Stock <u>(1)</u>	\$ 582.12 <u>(15)</u>			By The Schmidt Family Living Trust
Class A Common Stock <u>(1)</u>		43,097	D	
Class A Common Stock		13,784	I	By The Schmidt Family Foundation
Class A Common Stock		5,288	I	By Schmidt Ocean Institute
Class A Common Stock		52,408	I	By Schmidt Science and Philanthropic Foundation
Class C Capital Stock		1,237,406	D	
Class C Capital Stock		20,676	I	By The Schmidt Family Foundation
Class C Capital Stock		150,582	I	By Schmidt Investments LP
Class C Capital Stock		695,861	I	By Schmidt Investments LP Fund II
Class C Capital Stock		7,932	I	By Schmidt Ocean Institute
Class C Capital Stock		78,612	I	By Schmidt Science and Philanthropic Foundation
Class C Capital Stock		2,510,750	I	By The Schmidt Family Living Trust

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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	\$ 0	06/24/2014		C	7,000	(16) (17)	Class A Common Stock 7,000
Class B Common Stock	\$ 0					(16) (17)	Class A Common Stock 1,194,309
Class B Common Stock	\$ 0					(16) (17)	Class A Common Stock 149,782
Class B Common Stock	\$ 0					(16) (17)	Class A Common Stock 693,086
Option To Purchase Class A Common Stock	\$ 612					(18) 02/02/2021	Class A Common Stock 181,840

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

06/26/2014

__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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$569.34 to \$570.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and 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 (15) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$570.01 to \$571.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$571.01 to \$572.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$572.01 to \$573.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$573.01 to \$574.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$574.01 to \$575.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$575.01 to \$576.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$576.01 to \$577.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$577.01 to \$578.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$578.01 to \$579.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$579.01 to \$580.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$580.01 to \$581.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$581.01 to \$582.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$582.01 to \$583.00, inclusive.
- (16) All shares are exercisable as of the transaction date.
- (17) There is no expiration date for the Issuer's Class B Common Stock.
- The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

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All of the transactions reported in this Form 4 were effected pursuant to Rule 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.

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