

GOOGLE INC.

Form 4

September 29, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pichai Sundar

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PKWY

(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)
09/25/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. Vice President, Products

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class C Google Stock Unit (1)	09/25/2015		C(2)	11,908 D \$ 0	137,507	D	
Class C Capital Stock	09/25/2015		C(2)	11,908 A \$ 0	13,069	D	
Class C Google Stock Unit (1)	09/25/2015		F(3)	12,994 D \$ 625.8	124,513	D	

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Class A Google Stock Unit (4)	09/25/2015	C(2)	603	D	\$ 0	54,982	D
Class A Common Stock	09/25/2015	C(2)	603	A	\$ 0	1,732	D
Class A Google Stock Unit (4)	09/25/2015	F(3)	660	D	\$ 654.91	54,322	D
Class C Google Stock Unit (4)	09/25/2015	C(2)	603	D	\$ 0	54,982	D
Class C Capital Stock	09/25/2015	C(2)	603	A	\$ 0	13,672	D
Class C Google Stock Unit (4)	09/25/2015	F(3)	660	D	\$ 625.8	54,322	D
Class C Google Stock Unit (5)						957	D
Class C Google Stock Unit (6)						88,485	D
Class C Google Stock Unit (7)						353,939	D
Class A Google Stock Unit (8)						957	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)

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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. 3)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 318.2102							<u>(9)</u>	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock	\$ 218.5563							<u>(9)</u>	07/29/2019	Class A Common Stock	2,436
Option To Purchase Class A Common Stock	\$ 253.6664							<u>(9)</u>	08/04/2020	Class A Common Stock	1,459
Option to Purchase Class C Capital Stock	\$ 316.9399							<u>(9)</u>	04/04/2022	Class C Capital Stock	8,646
Option to Purchase Class C Capital Stock	\$ 217.6838							<u>(9)</u>	07/29/2019	Class C Capital Stock	2,436
Option to Purchase Class C	\$ 252.6537							<u>(9)</u>	08/04/2020	Class C Capital Stock	1,459

Capital
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pichai Sundar C/O GOOGLE INC., 1600 AMPHITHEATRE PKWY MOUNTAIN VIEW, CA 94043			Sr. Vice President, Products	

Signatures

/s/ Valentina Margulis, Attorney-in-fact for Sundar
Pichai

09/29/2015

__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) The GSUs vest at a rate of 1/8th per quarter, subject to continued employment on the applicable vesting dates.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (4) The GSUs vest at a rate of 1/72 per month, subject to continued employment on the applicable vesting dates.
- (5) The GSUs entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the GSU as the GSU vests. The GSUs vest at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.
- (6) 50% of the grant will vest on April 25, 2016 and 50% of the grant will vest on April 25, 2017, subject to continued employment on such dates.
- (7) 100% of the grant will vest on April 25, 2018, subject to continued employment on such date.
- (8) 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. The GSUs vest at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.
- (9) Option is fully vested.

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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