

HENNESSY JOHN L  
Form 4  
June 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 \*  
HENNESSY JOHN L

2. Issuer Name and Ticker or Trading Symbol  
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O GOOGLE INC., 1600  
AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2012

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Class A Common Stock <sup>(1)</sup>	06/01/2012		C		150 A \$ 0	1,291	D
Class A Common Stock <sup>(1)</sup>	06/01/2012		S		150 D \$ 571.24	1,141	D
Class A Common Stock <sup>(1)</sup>						4,308	I By Trust
Google Stock Unit						409	D

(2)

Google  
Stock Unit 522 D

(3)

Google  
Stock Unit 414 D

(4)

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)	8. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class B Common Stock	\$ 20	06/01/2012		M	150	<u>(5)</u> 04/28/2014	Class B Common Stock	150	
Class B Common Stock	\$ 0	06/01/2012		M	150	<u>(6)</u> <u>(7)</u>	Class A Common Stock	150	
Class B Common Stock	\$ 0	06/01/2012		C	150	<u>(6)</u> <u>(7)</u>	Class A Common Stock	150	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HENNESSY JOHN L  
C/O GOOGLE INC. X  
1600 AMPHITHEATRE PARKWAY  
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Valentina Margulis, as attorney-in-fact for John L. 06/01/2012  
Hennessy

\_\_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.  
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 as follows: 1/4th of the GSUs vested on 6/2/2011 and 1/16th of the GSUs vest each quarter thereafter, subject to the Reporting Person's continued service with Google on the applicable vesting dates.
- (3) The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.
- (4) The GSUs vest as follows: 1/4th of the GSUs vested on August 5, 2010 and 1/16th of the GSUs vest each quarter thereafter, subject to the Reporting Person's continued service with Google on the applicable vesting dates.
- (5) The option is fully vested.
- (6) All shares are exercisable as of the transaction date.
- (7) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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