

DOERR L JOHN  
Form 4  
July 20, 2012

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
DOERR L JOHN

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)

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

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

C/O KLEINER PERKINS  
CAUFIELD & BYERS, 2750 SAND  
HILL ROAD

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

(Street)

MENLO PARK, CA 94025

(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 |   | 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 (D) |   |  |                                   |
| Google Stock Unit <sup>(1)</sup> | 02/27/2012                           |  | J <sup>(2)</sup>    | V | 14  | D          | \$ 0  | 563  | D                                 |
| Class A Common Stock             | 02/27/2012                           |  | J <sup>(2)</sup>    | V | 14  | A          | \$ 0  | 1,055  | D                                 |
| Google Stock Unit <sup>(3)</sup> | 03/02/2012                           |  | J <sup>(2)</sup>    | V | 45  | D          | \$ 0  | 409  | D                                 |
| Class A                          | 03/02/2012                           |  | J <sup>(2)</sup>    | V | 45  | A          | \$ 0  | 1,100  | D                                 |

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|                                       |            |                  |        |   |                              |        |   |                              |
|---------------------------------------|------------|------------------|--------|---|------------------------------|--------|---|------------------------------|
| Common<br>Stock                       |            |                  |        |   |                              |        |   |                              |
| Google<br>Stock<br>Unit <u>(1)</u>    | 03/26/2012 | J <sup>(2)</sup> | V 14   | D | \$ 0                         | 549    | D |                              |
| Class A<br>Common<br>Stock            | 03/26/2012 | J <sup>(2)</sup> | V 14   | A | \$ 0                         | 1,114  | D |                              |
| Google<br>Stock<br>Unit <u>(1)</u>    | 04/25/2012 | J <sup>(2)</sup> | V 13   | D | \$ 0                         | 536    | D |                              |
| Class A<br>Common<br>Stock            | 04/25/2012 | J <sup>(2)</sup> | V 13   | A | \$ 0                         | 1,127  | D |                              |
| Google<br>Stock<br>Unit <u>(4)</u>    | 05/07/2012 | J <sup>(2)</sup> | V 69   | D | \$ 0                         | 345    | D |                              |
| Class A<br>Common<br>Stock            | 05/07/2012 | J <sup>(2)</sup> | V 69   | A | \$ 0                         | 1,196  | D |                              |
| Google<br>Stock<br>Unit <u>(1)</u>    | 05/25/2012 | J <sup>(2)</sup> | V 14   | D | \$ 0                         | 522    | D |                              |
| Class A<br>Common<br>Stock            | 05/25/2012 | J <sup>(2)</sup> | V 14   | A | \$ 0                         | 1,210  | D |                              |
| Google<br>Stock<br>Unit <u>(3)</u>    | 06/04/2012 | J <sup>(2)</sup> | V 46   | D | \$ 0                         | 363    | D |                              |
| Class A<br>Common<br>Stock            | 06/04/2012 | J <sup>(2)</sup> | V 46   | A | \$ 0                         | 1,256  | D |                              |
| Google<br>Stock<br>Unit <u>(1)</u>    | 06/25/2012 | J <sup>(2)</sup> | V 14   | D | \$ 0                         | 508    | D |                              |
| Class A<br>Common<br>Stock            | 06/25/2012 | J <sup>(2)</sup> | V 14   | A | \$ 0                         | 1,270  | D |                              |
| Class A<br>Common<br>Stock <u>(5)</u> | 07/20/2012 | C                | 20,603 | A | \$ 0                         | 20,603 | I | Vallejo<br>Ventures<br>Trust |
| Class A<br>Common<br>Stock <u>(5)</u> | 07/20/2012 | S                | 8,213  | D | \$<br>600.1249<br><u>(6)</u> | 12,390 | I | Vallejo<br>Ventures<br>Trust |

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|   |            |   |       |   |                                   |         |   |                                |
|---|------------|---|-------|---|-----------------------------------|---------|---|--------------------------------|
| Class A<br>Common<br>Stock <sup>(5)</sup> | 07/20/2012 | S | 1,209 | D | \$<br>601.1963<br><sup>(7)</sup>  | 11,181  | I | Vallejo<br>Ventures<br>Trust   |
| Class A<br>Common<br>Stock <sup>(5)</sup> | 07/20/2012 | S | 3,137 | D | \$ 604.394<br><sup>(8)</sup>      | 8,044   | I | Vallejo<br>Ventures<br>Trust   |
| Class A<br>Common<br>Stock <sup>(5)</sup> | 07/20/2012 | S | 543   | D | \$<br>605.0182<br><sup>(9)</sup>  | 7,501   | I | Vallejo<br>Ventures<br>Trust   |
| Class A<br>Common<br>Stock <sup>(5)</sup> | 07/20/2012 | S | 6,000 | D | \$<br>606.0162<br><sup>(10)</sup> | 1,501   | I | Vallejo<br>Ventures<br>Trust   |
| Class A<br>Common<br>Stock <sup>(5)</sup> | 07/20/2012 | S | 1,501 | D | \$ 608                            | 0       | I | Vallejo<br>Ventures<br>Trust   |
| Class A<br>Common<br>Stock                |            |   |       |   |                                   | 18,656  | I | Blake H.<br>Byers Trust        |
| Class A<br>Common<br>Stock                |            |   |       |   |                                   | 18,656  | I | Chad A.<br>Byers Trust         |
| Google<br>Stock<br>Unit <sup>(11)</sup>   |            |   |       |   |                                   | 602     | D |                                |
| Class A<br>Common<br>Stock                |            |   |       |   |                                   | 110,351 | I | The<br>Benificus<br>Foundation |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Deri<br>Sec<br>(Ins |                        |
|---|--|---|---|--------------------------------------|--|--|---|-----------------------------|------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                       | Amount<br>or<br>Number |

|         |      |            |   |        |      |      | of Shares |        |
|---------|------|------------|---|--------|------|------|-----------|--------|
| Class B |      |            |   |        |      |      | Class A   |        |
| Common  | \$ 0 | 07/20/2012 | C | 20,603 | (12) | (13) | Common    | 20,603 |
| Stock   |      |            |   |        |      |      | Stock     |        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DOERR L JOHN<br>C/O KLEINER PERKINS CAUFIELD & BYERS<br>2750 SAND HILL ROAD<br>MENLO PARK, CA 94025 | X             |           |         |       |

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John  
Doerr

07/20/2012

\_\_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 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: 1/48th vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (2) Vesting of GSU awards that were previously reported in Form 4s.
- (3) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
- (4) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.
- (5) 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$600.00 to \$600.52, 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 (6) through (10) to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$601.03 to \$601.94, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$604.00 to \$604.89.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$605.01 to \$605.02.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$606.00 to \$606.08.
- (11) The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11,

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2012.

- (12) There is no exercisable date for the Issuer's Class B Common Stock.
- (13) There is no expiration date for the Issuer's Class B Common Stock.

**Remarks:**

All of the sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Report

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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