

Google Inc.
Form 4
February 26, 2013

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)
02/26/2013

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) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (D) or Price (A) | | |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | | C | | 59,674 A \$ 0 | 59,674 | I By Trust |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | | S | | 595 D \$ 784.8125 | 59,079 | I By Trust |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | | S | | 1,413 D \$ 785.6005 | 57,666 | I By Trust |
| Class A Common | 02/26/2013 | | S | | 1,264 D \$ 786.4424 | 56,402 | I By Trust |

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| | | | | | | | | | |
|-----------------------------|------------|---|--------|---|-----------------|---------|---|----------------------|--|
| Stock ⁽¹⁾ | | | | | ⁽⁴⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 3,431 | D | 787.6588 | 52,971 | I | By Trust | |
| | | | | | ⁽⁵⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 8,225 | D | 788.5295 | 44,746 | I | By Trust | |
| | | | | | ⁽⁶⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 8,000 | D | 789.5176 | 36,746 | I | By Trust | |
| | | | | | ⁽⁷⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 12,418 | D | 790.4035 | 24,328 | I | By Trust | |
| | | | | | ⁽⁸⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 3,242 | D | 791.5649 | 21,086 | I | By Trust | |
| | | | | | ⁽⁹⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 10,228 | D | 792.4954 | 10,858 | I | By Trust | |
| | | | | | ⁽¹⁰⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 5,949 | D | 793.4101 | 4,909 | I | By Trust | |
| | | | | | ⁽¹¹⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 3,793 | D | 794.5706 | 1,116 | I | By Trust | |
| | | | | | ⁽¹²⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 1,116 | D | 795.3779 | 0 | I | By Trust | |
| | | | | | ⁽¹³⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 10 | D | 784.8125 | 168,384 | I | By Family Foundation | |
| | | | | | ⁽²⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 24 | D | 785.6005 | 168,360 | I | By Family Foundation | |
| | | | | | ⁽³⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 21 | D | 786.4424 | 168,339 | I | By Family Foundation | |
| | | | | | ⁽⁴⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 58 | D | 787.6588 | 168,281 | I | By Family Foundation | |
| | | | | | ⁽⁵⁾ | | | | |
| Class A | | | | | \$ | | | | |
| Common Stock ⁽¹⁾ | 02/26/2013 | S | 138 | D | 788.5295 | 168,143 | I | By Family Foundation | |
| | | | | | ⁽⁶⁾ | | | | |

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| | | | | | | | | |
|---|------------|---|-------|---|-------------------------------|---------|---|---------------------------------|
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 134 | D | \$ 789.5176 <u>(7)</u> | 168,009 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 207 | D | \$ 790.4035 <u>(8)</u> | 167,802 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 54 | D | \$ 791.5649 <u>(9)</u> | 167,748 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 171 | D | \$ 792.4954 <u>(10)</u> | 167,577 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 100 | D | \$ 793.4101 <u>(11)</u> | 167,477 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 64 | D | \$ 794.5706 <u>(12)</u> | 167,413 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 19 | D | \$ 795.3779 <u>(13)</u> | 167,394 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 2,069 | D | \$ 789.8608 <u>(7)</u> | 165,325 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | 02/26/2013 | S | 6,080 | D | \$ 790.5193 <u>(8)</u> | 159,245 | I | By Family Foundation |
| Class A Common Stock ⁽¹⁾ | | | | | | 24,285 | D | |
| Class A Common Stock ⁽¹⁾ | | | | | | 0 | I | By Limited Partnership I |
| Class A Common Stock ⁽¹⁾ | | | | | | 0 | I | By Limited Partnership II |

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)

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| 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. P Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (14) | (15) | | |
| Class B Common Stock | \$ 0 | 02/26/2013 | | C | 59,674 | | | Class A Common Stock | 59,674 |

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
 02/26/2013

__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 \$784.72 to \$785.00, 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 (13) 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 \$785.01 to \$786.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$786.01 to \$787.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$787.01 to \$788.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$788.01 to \$789.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$789.01 to \$790.00, inclusive.

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- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$790.01 to \$791.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$791.01 to \$792.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$792.01 to \$793.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$793.01 to \$794.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$794.01 to \$795.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$795.01 to \$796.00, inclusive.
- (14) All shares are exercisable as of the transaction date.
- (15) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This Form 4 is one of two Form 4s filed on February 26, 2013 for transactions effected by the Reporting Person on the same d

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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