

Google Inc.
Form 4
October 31, 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 *
Arora Nikesh

(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)
10/30/2013

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)
SVP and Chief Business Officer

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)
				(A) or (D)	Price		
Class A Common Stock	10/30/2013		S	900	D 1,033.1664	317	D
					(1)		
Class A Common Stock	10/30/2013		S	216	D 1,034.1319	101	D
					(2)		
Class A Common Stock	10/30/2013		S	100	D \$ 1,034.96	1	D
Class A Common	10/30/2013		M	814	A \$ 0	815	D

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Stock							
Class A Common Stock	10/30/2013	S	814	D	\$ 1,037.43	1	D
Class A Common Stock	10/30/2013	M	834	A	\$ 0	835	D
Class A Common Stock	10/30/2013	S	434	D	\$ 1,032.9111 <u>(3)</u>	401	D
Class A Common Stock	10/30/2013	S	100	D	\$ 1,034	301	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,035.1728 <u>(4)</u>	101	D
Class A Common Stock	10/30/2013	S	100	D	\$ 1,036.43	1	D
Class A Common Stock	10/30/2013	M	813	A	\$ 0	814	D
Class A Common Stock	10/30/2013	S	813	D	\$ 1,037.43	1	D
Google Stock Unit <u>(5)</u>						6,249	D
Google Stock Unit <u>(6)</u>						34,581	D
Google Stock Unit <u>(7)</u>						10,577	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 574.18	10/30/2013		M	814	(8) 04/06/2021	Class A Common Stock	814
Option To Purchase Class A Common Stock	\$ 564.35	10/30/2013		M	834	(9) 12/01/2020	Class A Common Stock	834
Option To Purchase Class A Common Stock	\$ 574.18	10/30/2013		M	813	(8) 04/06/2021	Class A Common Stock	813
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016 04/04/2022	Class A Common Stock	69,162

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP and Chief Business Officer	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh Arora

10/31/2013

__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) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.69 to \$1,033.68, 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 (1) through (4) to this Form 4.
- (2) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,033.74 to \$1,034.73, inclusive.
- (3) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.86 to \$1,033.85, inclusive.
- (4) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,035.10 to \$1,036.09, inclusive.
- (5) 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 the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (6) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (7) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (9) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of three Form 4s filed on October 31, 2013 for transactions effected by the Reporting Person on October 30, 2013.

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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