

Google Inc.
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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)
05/23/2014

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 Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | | S | | 121 D \$ 543.9181 ⁽²⁾ | 2,517,629 | I By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | | S | | 484 D \$ 544.4566 ⁽³⁾ | 2,517,145 | I By The Schmidt Family Living Trust |
| Class C Capital | 05/23/2014 | | S | | 1,013 D \$ 545.4823 | 2,516,132 | I By The Schmidt |

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| | | | | | | | | | |
|--------------------------------------|------------|---|-------|---|-----------------------------|-----------|---|--|------------------------------------|
| Stock ⁽¹⁾ | | | | | ⁽⁴⁾ | | | | Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 514 | D | \$ 546.4055 ⁽⁵⁾ | 2,515,618 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 786 | D | \$ 547.5376 ⁽⁶⁾ | 2,514,832 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 1,496 | D | \$ 548.5405 ⁽⁷⁾ | 2,513,336 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 861 | D | \$ 549.3742 ⁽⁸⁾ | 2,512,475 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 438 | D | \$ 550.6431 ⁽⁹⁾ | 2,512,037 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 136 | D | \$ 551.5671 ⁽¹⁰⁾ | 2,511,901 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 849 | D | \$ 552.6485 ⁽¹¹⁾ | 2,511,052 | I | | By The Schmidt Family Living Trust |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | S | 302 | D | \$ 553.224 ⁽¹²⁾ | 2,510,750 | I | | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | C | 7,000 | A | \$ 0 | 7,000 | I | | By The Schmidt Family |

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| | | | | | | | | |
|--|------------|---|-------|---|-----------------------------------|-------|---|---|
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 185 | D | \$ 554.6184 ⁽¹⁴⁾ | 6,815 | I | Living Trust By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 408 | D | \$ 555.5822 ⁽¹⁵⁾ | 6,407 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 695 | D | \$ 556.4259 ⁽¹⁶⁾ | 5,712 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 680 | D | \$ 557.6111 ⁽¹⁷⁾ | 5,032 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 831 | D | \$ 558.2979 ⁽¹⁸⁾ | 4,201 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 1,074 | D | \$ 559.6656 ⁽¹⁹⁾ | 3,127 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 1,043 | D | \$ 560.2909 ⁽²⁰⁾ | 2,084 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 363 | D | \$ 561.6036 ⁽²¹⁾ | 1,721 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹³⁾ | 05/23/2014 | S | 229 | D | \$ 562.4128 ⁽²²⁾ | 1,492 | I | By The Schmidt Family Living |

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| | | | | | | | Trust | | |
|--|------------|--|---|-----|---|-------------------------------|-----------|---|--|
| Class A Common Stock <u>(13)</u> | 05/23/2014 | | S | 887 | D | \$ 563.6562 <u>(23)</u> | 605 | I | By The Schmidt Family Living Trust |
| Class A Common Stock <u>(13)</u> | 05/23/2014 | | S | 605 | D | \$ 564.3016 <u>(24)</u> | 0 | I | By The Schmidt Family Living Trust |
| Class C Capital Stock <u>(1)</u> | | | | | | | 1,237,359 | D | |
| Class A Common Stock | | | | | | | 43,050 | D | |
| Class C Google Stock Unit <u>(25)</u> | | | | | | | 17,048 | D | |
| Class A Google Stock Unit <u>(26)</u> | | | | | | | 17,048 | D | |
| Class C Google Stock Unit <u>(27)</u> | | | | | | | 87,862 | D | |
| Class A Google Stock Unit <u>(28)</u> | | | | | | | 87,862 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
|---|---|---|---|---|--|--|---|

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| Derivative Security | | | (A) or (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|--------|------------|------------|-------|------------------|-----------------|----------------------|----------------------------|
| | | | (A) | (D) | | | | |
| Class B Common Stock | \$ 0 | 05/23/2014 | C | 7,000 | (29) | (30) | Class A Common Stock | 7,000 |
| Class B Common Stock | \$ 0 | | | | (29) | (30) | Class A Common Stock | 1,194,309 |
| Option To Purchase Class A Common Stock | \$ 612 | | | | (31) | 02/02/2021 | Class A Common Stock | 181,840 |

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

05/28/2014

**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) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$543.84 to \$544.00, 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 (24) 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 \$544.01 to \$545.00, inclusive.

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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$545.01 to \$546.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$546.01 to \$547.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$547.01 to \$548.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$548.01 to \$549.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$549.01 to \$550.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$550.01 to \$551.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$551.01 to \$552.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$552.01 to \$553.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$553.01 to \$554.00, inclusive.
- (13) 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.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$554.29 to \$555.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$555.01 to \$556.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$556.01 to \$557.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$557.01 to \$558.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$559.00, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$559.01 to \$560.00, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$560.01 to \$561.00, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$561.01 to \$562.00, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$562.01 to \$563.00, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.01 to \$565.00, inclusive.
- (25) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vest as follows: 1/4th of the grant vests 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (26) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

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- (27) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (28) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (29) All shares are exercisable as of the transaction date.
- (30) There is no expiration date for the Issuer's Class B Common Stock.
- The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of
- (31) shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.