

Google Inc.
Form 4
July 29, 2014

FORM 4

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

OMB APPROVAL

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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)
07/25/2014

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)	
				(A) or (D)	Price			
Class C Capital Stock	07/25/2014		S	21	D 554.6184	149,761	I	By Schmidt Investments LP
					(1)			
Class C Capital Stock	07/25/2014		S	47	D 555.5822	149,714	I	By Schmidt Investments LP
					(2)			
Class C Capital Stock	07/25/2014		S	79	D 556.4259	149,635	I	By Schmidt Investments LP
					(3)			
Class C Capital	07/25/2014		S	78	D 557.6111	149,557	I	By Schmidt Investments

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Stock					(4)			LP
Class C Capital Stock	07/25/2014	S	95	D	\$ 558.2979	149,462	I	By Schmidt Investments LP
					(5)			
Class C Capital Stock	07/25/2014	S	124	D	\$ 559.6656	149,338	I	By Schmidt Investments LP
					(6)			
Class C Capital Stock	07/25/2014	S	119	D	\$ 560.2909	149,219	I	By Schmidt Investments LP
					(7)			
Class C Capital Stock	07/25/2014	S	41	D	\$ 561.6036	149,178	I	By Schmidt Investments LP
					(8)			
Class C Capital Stock	07/25/2014	S	26	D	\$ 562.4128	149,152	I	By Schmidt Investments LP
					(9)			
Class C Capital Stock	07/25/2014	S	101	D	\$ 563.6562	149,051	I	By Schmidt Investments LP
					(10)			
Class C Capital Stock	07/25/2014	S	69	D	\$ 564.3016	148,982	I	By Schmidt Investments LP
					(11)			
Class A Common Stock ⁽¹²⁾	07/25/2014	C	800	A	\$ 0	800	I	By Schmidt Investments LP
Class A Common Stock ⁽¹²⁾	07/25/2014	S	7	D	\$ 595.8825	793	I	By Schmidt Investments LP
					(13)			
Class A Common Stock ⁽¹²⁾	07/25/2014	S	206	D	\$ 596.7299	587	I	By Schmidt Investments LP
					(14)			
Class A Common Stock ⁽¹²⁾	07/25/2014	S	329	D	\$ 597.4049	258	I	By Schmidt Investments LP
					(15)			
Class A Common Stock ⁽¹²⁾	07/25/2014	S	24	D	\$ 598.41	234	I	By Schmidt Investments LP
					(16)			
Class A Common Stock ⁽¹²⁾	07/25/2014	S	212	D	\$ 599.4076	22	I	By Schmidt Investments LP
					(17)			
Class A Common Stock ⁽¹²⁾	07/25/2014	S	22	D	\$ 600.5998	0	I	By Schmidt Investments LP
					(18)			

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- 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.
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- (11) 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.
- (12) 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.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$595.01 to \$596.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$596.01 to \$597.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$597.01 to \$598.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$598.01 to \$599.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$599.01 to \$600.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$600.01 to \$601.00, inclusive.
- (19) All shares are exercisable as of the transaction date.
- (20) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This Form 4 is two of six Form 4s filed on July 29, 2014 for transactions effected by the Reporting Person on July 25, 2014. A

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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