Google Inc. Form 4 October 26, 2012

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

subject to

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

Washington, D.C. 20549

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> SCHMIDT ERIC E

Go

(Middle)

Symbol
Google Inc. [GOOG]

2. Issuer Name and Ticker or Trading

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

10/25/2012

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(First)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X Director _____ 10% Owner _X_ Officer (give title ____ Other (specify below)

Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially							ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)
Class A Common Stock (1)	10/25/2012		Code V S	Amount 120	(D)	Price \$ 674.78 (2)	43,246	I	By Family Foundation
Class A Common Stock (1)	10/25/2012		S	194	D	\$ 675.43 (3)	43,052	I	By Family Foundation
Class A Common Stock (1)	10/25/2012		S	425	D	\$ 676.68 (4)	42,627	I	By Family Foundation
Class A Common	10/25/2012		S	1,343	D	\$ 677.53	41,284	I	By Family Foundation

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Stock (1)					<u>(5)</u>			
Class A Common Stock (1)	10/25/2012	S	378	D	\$ 678.33 <u>(6)</u>	40,906	I	By Family Foundation
Class A Common Stock (1)	10/25/2012	S	348	D	\$ 679.71 <u>(7)</u>	40,558	I	By Family Foundation
Class A Common Stock (1)	10/25/2012	S	168	D	\$ 680.46 (8)	40,390	I	By Family Foundation
Class A Common Stock (1)	10/25/2012	S	24	D	\$ 681.29 <u>(9)</u>	40,366	I	By Family Foundation
Class A Common Stock (1)	10/25/2012	C	1,500	A	\$ 0	1,500	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	60	D	\$ 674.78 (2)	1,440	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	97	D	\$ 675.43 (3)	1,343	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	212	D	\$ 676.68 (4)	1,131	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	672	D	\$ 677.53 (5)	459	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	189	D	\$ 678.33 (6)	270	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	174	D	\$ 679.71	96	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	84	D	\$ 680.46 (8)	12	I	By Limited Partnership I
Class A Common Stock (1)	10/25/2012	S	12	D	\$ 681.29	0	I	By Limited Partnership I
Class A Common Stock (1)						18,350	D	

Google Stock Unit

56,825 D

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 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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	10/25/2012		C		1,500	<u>(11)</u>	(12)	Class A Common Stock	1,500
Class B Common Stock	\$ 0						<u>(11)</u>	(12)	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0						<u>(11)</u>	(12)	Class A Common Stock	1,372,454
Class B Common Stock	\$ 0						<u>(11)</u>	(12)	Class A Common Stock	5,060,773
Option To Purchase Class A Common	\$ 612						<u>(13)</u>	02/02/2021	Class A Common Stock	181,840

Reporting Owners

Stock

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Reporting Owners 3

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SCHMIDT ERIC E
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Executive Chairman of Board

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

10/26/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

X

- ** 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$674.18 to \$675.00, 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 (9) to this form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$675.01 to \$676.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$676.01 to \$677.00, inclusive
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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 \$680.01 to \$681.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$681.01 to \$682.00, inclusive.
- 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 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.
- (11) All shares are exercisable as of the transaction date.
- (12) 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 shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on October 26, 2012 for transactions effected by the Reporting Person on October 25, 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.

Signatures 4