

Google Inc.  
Form 4  
October 26, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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)  
10/25/2012

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 (A) or Price (D)		
Class A Common Stock <sup>(1)</sup>	10/25/2012		S		\$ 120 674.78 <sup>(2)</sup>	43,246	I By Family Foundation
Class A Common Stock <sup>(1)</sup>	10/25/2012		S		\$ 194 675.43 <sup>(3)</sup>	43,052	I By Family Foundation
Class A Common Stock <sup>(1)</sup>	10/25/2012		S		\$ 425 676.68 <sup>(4)</sup>	42,627	I By Family Foundation
Class A Common	10/25/2012		S		\$ 1,343 677.53	41,284	I By Family Foundation

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

Google  
Stock Unit  
(10)

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. 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)
				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	(11) (12)	Class A Common Stock 1,500
Class B Common Stock	\$ 0					(11) (12)	Class A Common Stock 1,194,309
Class B Common Stock	\$ 0					(11) (12)	Class A Common Stock 1,372,454
Class B Common Stock	\$ 0					(11) (12)	Class A Common Stock 5,060,773
Option To Purchase Class A Common Stock	\$ 612					(13) 02/02/2021	Class A Common Stock 181,840

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

