Google Inc. Form 4 January 29, 2014

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person **
SCHMIDT ERIC E

(Middle)

C/O GOOGLE INC., 1600

(First)

AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name **and** Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year) 01/27/2014

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) Ta	ble I - Nor	ı-Derivati	ve Sec	curities Acquire	d, Disposed of, o	r Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	orDisposed (Instr. 3,	d of (E 4 and (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	01/27/2014		S	453	D	\$ 1,089.67	208,330	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014		S	622	D	\$ 1,090.5709 (2)	207,708	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014		S	351	D	\$ 1,091.5289	207,357	I	By Schmidt Science and Philanthropic Foundation

Class A Common Stock	01/27/2014	S	437	D	\$ 1,092.4829 (4)	206,920	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	396	D	\$ 1,093.6543	206,524	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	622	D	\$1,094.384 (6)	205,902	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	736	D	\$ 1,095.5252 (7)	205,166	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	1,132	D	\$ 1,096.6377 (8)	204,034	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	1,075	D	\$ 1,097.5953	202,959	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	396	D	\$ 1,098.4289 (10)	202,563	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock (11)	01/27/2014	S	122	D	\$ 1,100.6228 (12)	5,028	I	By Trust
Class A Common Stock (11)	01/27/2014	S	227	D	\$ 1,101.5135 (13)	4,801	I	By Trust
Class A Common Stock (11)	01/27/2014	S	180	D	\$ 1,102.5934 (14)	4,621	I	By Trust
Class A Common Stock (11)	01/27/2014	S	297	D	\$ 1,103.4034 (15)	4,324	I	By Trust
Class A Common Stock (11)	01/27/2014	S	181	D	\$ 1,104.325 (16)	4,143	I	By Trust
Class A Common	01/27/2014	S	348	D	\$ 1,105.556 (17)	3,795	I	By Trust

Stock (11)								
Class A Common Stock (11)	01/27/2014	S	333	D	\$ 1,106.488 (18)	3,462	I	By Trust
Class A Common Stock (11)	01/27/2014	S	227	D	\$ 1,107.667 (19)	3,235	I	By Trust
Class A Common Stock (11)	01/27/2014	S	240	D	\$ 1,108.3981 (20)	2,995	I	By Trust
Class A Common Stock (11)	01/27/2014	S	425	D	\$ 1,109.5396 (21)	2,570	I	By Trust
Class A Common Stock (11)	01/27/2014	S	334	D	\$ 1,110.6342 (22)	2,236	I	By Trust
Class A Common Stock (11)	01/27/2014	S	513	D	\$ 1,111.5286 (23)	1,723	I	By Trust
Class A Common Stock (11)	01/27/2014	S	153	D	\$ 1,112.3895 (24)	1,570	I	By Trust
Class A Common Stock (11)	01/27/2014	S	209	D	\$ 1,113.4629 (25)	1,361	I	By Trust
Class A Common Stock (11)	01/27/2014	S	91	D	\$ 1,114.5565 (26)	1,270	I	By Trust
Class A Common Stock						20,390	I	By Schmidt Ocean Institute

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5. orNumber		7. Title and Amount of	8. Price of Derivative	
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivativ	(Month/Day/Year)	Underlying Securities	Security (Instr. 5)	Secur Bene
	Derivative		,	,	Securities	S	(Instr. 3 and 4)	,	Own

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Security Acquired
(A) or
Disposed

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date

Date Expir Exercisable Date

Expiration Title Amount Date or

Number of Shares Follo

Repo

Trans

(Insti

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

01/29/2014

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,089.01 to \$1,090.00, 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 (1) through (26) 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 \$1,090.01 to \$1,091.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,091.01 to \$1,092.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,092.01 to \$1,093.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,093.01 to \$1,094.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,094.01 to \$1,095.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,095.01 to \$1,096.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.096.01 to \$1.097.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,097.01 to \$1,098.00, inclusive.

Reporting Owners 4

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- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,098.01 to \$1,099.00, inclusive.
- (11) 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.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,100.01 to \$1,101.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,101.01 to \$1,102.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,102.01 to \$1,103.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.103.01 to \$1.104.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,104.01 to \$1,105.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,105.01 to \$1,106.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,106.01 to \$1,107.00, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,107.01 to \$1,108.00, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,108.01 to \$1,109.00, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.109.01 to \$1.110.00, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,110.01 to \$1,111.00, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,111.01 to \$1,112.00, inclusive.
- (24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,112.01 to \$1,113.00, inclusive.
- (25) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,113.01 to \$1,114.00, inclusive.
- (26) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,114.01 to \$1,115.00, inclusive.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Pe 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.