

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  
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

**OMB APPROVAL**

OMB  
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(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)  
01/27/2014

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 (A) or (D)	Price			
Class A Common Stock	01/27/2014		S	453	D	\$ <u>1,089.67</u> <sup>(1)</sup>	208,330	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014		S	622	D	\$ <u>1,090.5709</u> <sup>(2)</sup>	207,708	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014		S	351	D	\$ <u>1,091.5289</u> <sup>(3)</sup>	207,357	I	By Schmidt Science and Philanthropic Foundation

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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 (5)	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 (9)	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 <u>(11)</u>	01/27/2014	S	122	D	\$ 1,100.6228 (12)	5,028	I	By Trust
Class A Common Stock <u>(11)</u>	01/27/2014	S	227	D	\$ 1,101.5135 (13)	4,801	I	By Trust
Class A Common Stock <u>(11)</u>	01/27/2014	S	180	D	\$ 1,102.5934 (14)	4,621	I	By Trust
Class A Common Stock <u>(11)</u>	01/27/2014	S	297	D	\$ 1,103.4034 (15)	4,324	I	By Trust
Class A Common Stock <u>(11)</u>	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

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Stock <sup>(11)</sup>

Class A Common Stock <sup>(11)</sup>	01/27/2014	S	333	D	\$ 1,106.488 <sup>(18)</sup>	3,462	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	227	D	\$ 1,107.667 <sup>(19)</sup>	3,235	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	240	D	\$ 1,108.3981 <sup>(20)</sup>	2,995	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	425	D	\$ 1,109.5396 <sup>(21)</sup>	2,570	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	334	D	\$ 1,110.6342 <sup>(22)</sup>	2,236	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	513	D	\$ 1,111.5286 <sup>(23)</sup>	1,723	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	153	D	\$ 1,112.3895 <sup>(24)</sup>	1,570	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	209	D	\$ 1,113.4629 <sup>(25)</sup>	1,361	I	By Trust
Class A Common Stock <sup>(11)</sup>	01/27/2014	S	91	D	\$ 1,114.5565 <sup>(26)</sup>	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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(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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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 Person.

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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