

Google Inc.
Form 5
February 11, 2014

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
OTELLINI PAUL S

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading
Symbol
Google Inc. [GOOG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (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	01/06/2014	Â	G	34 D \$ 0 34		D	Â
Class A Common Stock	01/06/2014	Â	G	34 A \$ 0 6,389		I	By Trust
Class A Common Stock	12/04/2013	Â	G	46 D \$ 0 34		D	Â

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Class A Common Stock	12/04/2013	Â	G	46	A	\$ 0	6,389	I	By Trust
Class A Common Stock	08/01/2013	Â	G	35	D	\$ 0	34	D	Â
Class A Common Stock	08/01/2013	Â	G	35	A	\$ 0	6,389	I	By Trust
Class A Common Stock	08/12/2013	Â	G	69	A	\$ 0	6,389	I	By Trust
Class A Common Stock	08/12/2013	Â	G	69	D	\$ 0	34	D	Â
Class A Common Stock	02/05/2014	Â	G	34	A	\$ 0	6,389	I	By Trust
Class A Common Stock	02/05/2014	Â	G	34	D	\$ 0	34	D	Â
Class A Common Stock	09/12/2013	Â	G	45	A	\$ 0	6,389	I	By Trust
Class A Common Stock	09/12/2013	Â	G	45	D	\$ 0	34	D	Â
Class A Common Stock	10/02/2013	Â	G	35	A	\$ 0	6,389	I	By Trust
Class A Common Stock	10/02/2013	Â	G	35	D	\$ 0	34	D	Â
Class A Common Stock	11/05/2013	Â	G	34	A	\$ 0	6,389	I	By Trust
Class A Common Stock	11/05/2013	Â	G	34	D	\$ 0	34	D	Â
Class A Common Stock	09/03/2013	Â	G	34	D	\$ 0	34	D	Â
Class A Common	09/03/2013	Â	G	34	A	\$ 0	6,389	I	By Trust

Stock

Class A Common Stock	11/25/2013	Â	G	35	D	\$ 0	34	D	Â
Class A Common Stock	11/25/2013	Â	G	35	A	\$ 0	6,389	I	By Trust
Google Stock Unit (1)	Â	Â	Â	Â	Â	Â	91	D	Â
Google Stock Unit (2)	Â	Â	Â	Â	Â	Â	348	D	Â
Google Stock Unit (3)	Â	Â	Â	Â	Â	Â	261	D	Â
Google Stock Unit (4)	Â	Â	Â	Â	Â	Â	377	D	Â

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 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)	8. Price of Derivative Security (Instr. 5)	9. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
Â X	Â	Â	Â

OTELLINI PAUL S
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Valentina Margulis, attorney-in-fact for Paul S.
Otellini

02/11/2014

__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).
- (1) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after the vesting commencement date and 1/16th each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
- (2) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (3) The GSUs vest as follows: 1/48th of GSUs vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (4) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.