

Google Inc.
Form 4
July 01, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PICHETTE PATRICK

(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)
07/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 C Google Stock Unit	07/01/2015		D ⁽¹⁾		6,304	D	\$ 0	23,955	D
Class C Google Stock Unit	07/01/2015		D ⁽²⁾		23,955	D	\$ 536.18	0	D
Class A Google Stock Unit	07/01/2015		D ⁽¹⁾		6,304	D	\$ 0	23,955	D

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Class A Google Stock Unit	07/01/2015	D ⁽²⁾	23,955	D	\$ 549.37	0	D
Class C Google Stock Unit	07/01/2015	D ⁽¹⁾	1,831	D	\$ 0	0	D
Class A Google Stock Unit	07/01/2015	D ⁽¹⁾	1,831	D	\$ 0	0	D
Class C Google Stock Unit	07/01/2015	D ⁽¹⁾	54,700	D	\$ 0	16,088	D
Class C Google Stock Unit	07/01/2015	D ⁽²⁾	16,088	D	\$ 536.18	0	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 287.6642	07/01/2015		D ⁽¹⁾			3,662	⁽³⁾	04/06/2021	Class A Common Stock	3,662
		07/01/2015		D ⁽¹⁾			3,662	⁽³⁾	04/06/2021		3,662

Option to Purchase Class C Capital Stock	\$ 286.5159								Class C Capital Stock	
Option to Purchase Class C Capital Stock	\$ 316.9399	07/01/2015	D ⁽¹⁾	12,608	04/25/2016	04/04/2022			Class C Capital Stock	12,608
Option to Purchase Class C Capital Stock	\$ 316.9399	07/01/2015	D ⁽²⁾	47,909	04/25/2016	04/04/2022			Class C Capital Stock	47,909
Option To Purchase Class A Common Stock	\$ 318.2102	07/01/2015	D ⁽¹⁾	12,608	04/25/2016	04/04/2022			Class A Common Stock	12,608
Option To Purchase Class A Common Stock	\$ 318.2102	07/01/2015	D ⁽²⁾	47,909	04/25/2016	04/04/2022			Class A Common Stock	47,909

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			Senior Vice President	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Patrick Pichette

07/01/2015

__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) Cancellation of unvested equity.

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- (2) Equity grant was paid out on a pro-rata basis for the time the Reporting Person has provided full-time services to the Issuer in the Reporting Person's capacity of Senior Vice President.
- (3) Prior to its cancellation on July 1, 2015, the option provided for vesting as follows: 1/48th of the option vested on the vesting start date (January 6, 2012) and 1/48th of the option vested each month thereafter.

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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