

Edgar Filing: Drummond David C - Form 4

(2)

Google
Stock Unit 2,134 D

(3)

Google
Stock Unit 4,323 D

(4)

Google
Stock Unit 22,478 D

(5)

Google
Stock Unit 11,594 D

(6)

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) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | | | | | <u>(7)</u> | <u>(8)</u> | Class A Common Stock | 22,332 |
| Option To Purchase Class A Common Stock | \$ 635.15 | | | | | 04/25/2016 | 04/04/2022 | Class A Common Stock | 44,955 |
| Option To | \$ 635.15 | | | | | 04/25/2015 | 04/04/2022 | Class A Common | 8,646 |

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) 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.

The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as GSU vests. The GSUs vest as follows: 1/4th of the GSUs vested on 12/1/2011 and 1/16th of GSUs vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (2) The GSUs vest as follows: 25% of GSUs shall vest 12 months after vesting commencement date (3/4/09) and 1/16th of shares shall vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (3) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (4) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (5) The Google Stock Units (GSUs) vest as follows: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (6) All shares are exercisable as of the transaction date.
- (7) There is no expiration date for Google Inc.'s Class B Common Stock.
- (8) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (9) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (10) The option is fully vested.
- (11) The option is fully vested.

Remarks:

The sale transaction reported in this Form 4 was effected pursuant to a 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.

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.