

Google Inc.
Form 4
February 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Drummond David C

(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)
02/03/2014

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 ____ Other (specify
below) below)

SVP, Corporate Development

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 A Common Stock	02/03/2014		S		100	D	\$ 1,135.35	5,914	D
Class A Common Stock	02/03/2014		S		700	D	\$ 1,137.0289 (1)	5,214	D
Class A Common Stock	02/03/2014		S		102	D	\$ 1,137.7599 (2)	5,112	D
Class A Common	02/03/2014		S		300	D	\$ 1,139.4293	4,812	D

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Stock					<u>(3)</u>		
Class A					\$		
Common	02/03/2014	S	200	D	1,140.1986	4,612	D
Stock					<u>(4)</u>		
Class A					\$		
Common	02/03/2014	S	200	D	1,141.525	4,412	D
Stock					<u>(5)</u>		
Class A					\$		
Common	02/03/2014	S	400	D	1,148.7175	4,012	D
Stock					<u>(6)</u>		
Class A					\$		
Common	02/03/2014	S	200	D	1,150.052	3,812	D
Stock					<u>(7)</u>		
Class A					\$		
Common	02/03/2014	S	100	D	1,150.96	3,712	D
Stock							
Class A					\$		
Common	02/03/2014	S	200	D	1,153.675	3,512	D
Stock					<u>(8)</u>		
Class A					\$		
Common	02/03/2014	S	100	D	1,156.04	3,412	D
Stock							
Class A					\$		
Common	02/03/2014	S	100	D	1,158.55	3,312	D
Stock							
Class A					\$		
Common	02/03/2014	S	200	D	1,159.91	3,112	D
Stock					<u>(9)</u>		
Class A					\$		
Common	02/03/2014	S	212	D	1,160.8615	2,900	D
Stock					<u>(10)</u>		
Class A					\$		
Common	02/03/2014	S	300	D	1,162.3533	2,600	D
Stock					<u>(11)</u>		
Class A					\$		
Common	02/03/2014	S	200	D	1,164.315	2,400	D
Stock					<u>(12)</u>		
Class A					\$		
Common	02/03/2014	S	200	D	1,166.04	2,200	D
Stock					<u>(13)</u>		
Class A					\$		
Common	02/03/2014	S	300	D	1,167.2433	1,900	D
Stock					<u>(14)</u>		

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Class A Common Stock	02/03/2014	S	100	D	\$ 1,168.43	1,800	D
Class A Common Stock	02/03/2014	S	300	D	\$ 1,170.38 (15)	1,500	D
Class A Common Stock	02/03/2014	S	100	D	\$ 1,172.05	1,400	D
Class A Common Stock	02/03/2014	S	300	D	\$ 1,174.5267 (16)	1,100	D
Class A Common Stock	02/03/2014	S	200	D	\$ 1,175.935 (17)	900	D
Class A Common Stock	02/03/2014	S	500	D	\$ 1,177.286 (18)	400	D
Class A Common Stock	02/03/2014	S	400	D	\$ 1,178.8032 (19)	0	D
Google Stock Unit (20)						1,250	D
Google Stock Unit (21)						4,323	D
Google Stock Unit (22)						22,478	D
Google Stock Unit (23)						7,017	D
Google Stock Unit (24)						1,072	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)

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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 (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0					(25)	(26)	Class A Common Stock	21,332	
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	44,955	
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2015	04/04/2022	Class A Common Stock	8,646	
Option To Purchase Class A Common Stock	\$ 564.35					(27)	12/01/2020	Class A Common Stock	9,998	
Option To Purchase Class A Common Stock	\$ 574.18					(28)	04/06/2021	Class A Common Stock	29,288	
Option To Purchase Class A Common Stock	\$ 308.57					(29)	03/01/2017	Class A Common Stock	30,000	
	\$ 318.92					(27)	03/04/2019		34,138	

Option
To
Purchase
Class A
Common
Stock

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	SVP, Corporate Development

Signatures

/s/ Valentina Margulis, attorney-in-fact for David C.
Drummond

02/04/2014

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,136.52 to \$1,137.51, inclusive. The Reporting Person undertakes to provide to any securityholder 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 prices within the ranges set forth in footnotes (1) through (19) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,137.75 to \$1,138.74, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,138.96 to \$1,139.95, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,140.17 to \$1,141.16, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,141.20 to \$1,142.19, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,148.28 to \$1,149.27, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,149.72 to \$1,150.71, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,153.28 to \$1,154.27, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,159.70 to \$1,160.69, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,160.75 to \$1,161.74, inclusive.
- (11)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,161.80 to \$1,162.79, inclusive.

- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,163.84 to \$1,164.83, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,166.03 to \$1,167.02, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,167.06 to \$1,168.05, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,170.30 to \$1,171.29, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,174.29 to \$1,175.28, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,175.71 to \$1,176.70, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,176.85 to \$1,177.84, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,178.37 to \$1,179.36, inclusive.
- (20) 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 the 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.
- (21) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (22) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (23) The 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.
- (24) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (25) All shares are exercisable as of the transaction date.
- (26) There is no expiration date for Google Inc.'s Class B Common Stock.
- (27) 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.
- (28) 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.
- (29) The option is fully vested.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a 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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