

Google Inc.
Form 4
February 07, 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 *
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)
02/06/2014

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 below) ____ Other (specify below)

SVP & Chief Financial Officer

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 (D)	Price	
Class A Common Stock	02/06/2014		S		100	D \$ 1,153.29	686 D
Class A Common Stock	02/06/2014		S		100	D \$ 1,153.45	586 D
Class A Common Stock	02/06/2014		S		100	D \$ 1,153.5	486 D
Class A Common	02/06/2014		S		100	D \$ 1,153.73	386 D

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Stock

Class A

Common 02/06/2014

S 100 D \$ 1,154.5 286 D

Stock

Class A

Common 02/06/2014

S 100 D \$ 1,151.9 186 D

Stock

Google

Stock Unit 02/06/2014

F⁽²⁾ 160 D \$ 1,143.2 6,857 D

(1)

Class A

Common 02/06/2014

C⁽³⁾ 145 A \$ 0 331 D

Stock

Google

Stock Unit 02/06/2014

C⁽³⁾ 145 D \$ 0 6,712 D

(1)

Class A

Common

Stock

5,245 I

By The
Bay
Meadow
L.P.

Google

Stock Unit

(4)

4,999 D

Google

Stock Unit

(5)

4,323 D

Google

Stock Unit

(6)

30,259 D

Google

Stock Unit

(7)

1,408 D

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Put Deri Secu (Instr.
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 574.18					(8)	04/06/2021	Class A Common Stock	13,424
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	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	60,517
Option To Purchase Class A Common Stock	\$ 564.35					(9)	12/01/2020	Class A Common Stock	8,332

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			SVP & Chief Financial Officer	

Signatures

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

02/07/2014

__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 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: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (3) Vesting of GSUs grant of which was previously reported in Form 4.
- (4) The GSUs vest as follows: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (5) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (6) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (7) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (8) 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 until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (9) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on February 7, 2014 for sale transactions effected by the Reporting Person on February 7, 2014.

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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