

Google Inc.
Form 4
October 03, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(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)
10/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman of Board

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Class C Google Stock Unit (1) (2) | 10/02/2014 | | F ⁽³⁾ | | 53 | D | \$ 268.27 |
| Class C Google Stock Unit (1) (2) | 10/02/2014 | | C ⁽⁴⁾ | | 47 | D | \$ 0 398 |
| Class C Capital Stock | 10/02/2014 | | C ⁽⁴⁾ | | 47 | A | \$ 0 1,240,557 |

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| | | | | | | | | |
|---|------------|-------------------------|----|---|--------------|-----------|---|---|
| Class A Google Stock Unit <u>(5)</u> | 10/02/2014 | <u>F</u> ⁽³⁾ | 53 | D | \$ 579.63 | 445 | D | |
| Class A Google Stock Unit <u>(5)</u> | 10/02/2014 | <u>C</u> ⁽⁴⁾ | 47 | D | \$ 0 | 398 | D | |
| Class A Common Stock <u>(6)</u> | 10/02/2014 | <u>C</u> ⁽⁴⁾ | 47 | A | \$ 0 | 46,248 | D | |
| Class C Google Stock Unit <u>(1) (7)</u> | | | | | | 11,365 | D | |
| Class C Google Stock Unit <u>(1) (8)</u> | | | | | | 87,862 | D | |
| Class C Google Stock Unit <u>(1) (9)</u> | | | | | | 1,034 | D | |
| Class C Capital Stock | | | | | | 148,182 | I | By Schmidt Investments LP |
| Class C Capital Stock | | | | | | 687,536 | I | By Schmidt Investments LP Fund II |
| Class C Capital Stock | | | | | | 2,489,300 | I | By The Schmidt Family Living Trust |
| Class A Google Stock Unit <u>(10)</u> | | | | | | 11,365 | D | |
| Class A Google Stock Unit <u>(11)</u> | | | | | | 87,862 | D | |
| Class A Google Stock Unit <u>(12)</u> | | | | | | 1,034 | D | |

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | \$ 0 | | | | | (13) (14) | Class A Common Stock | 1,194,309 |
| Class B Common Stock | \$ 0 | | | | | (13) (14) | Class A Common Stock | 148,182 |
| Class B Common Stock | \$ 0 | | | | | (13) (14) | Class A Common Stock | 687,536 |
| Class B Common Stock | \$ 0 | | | | | (13) (14) | Class A Common Stock | 2,489,300 |
| Option to Purchase Class C Capital Stock ⁽¹⁵⁾ | \$ 305.388 | | | | | (16) 02/02/2021 | Class C Capital Stock | 181,840 |
| Option To Purchase Class A Common Stock | \$ 306.612 | | | | | (16) 02/02/2021 | Class A Common Stock | 181,840 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | X | | Executive Chairman of Board | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

10/03/2014

__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) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(2) This grant vests as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining shares will vest on October 2, 2013 and each month thereafter until the entire grant is fully vested, subject to continued employment with Google on the applicable vesting dates.

(3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

(4) Vesting of GSUs grant of which was previously reported in Form 4.

(5) 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: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.

(6) 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.

(7) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vest as follows: 1/4th of the grant vests 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(8) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.

(9) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining grant will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.

(10) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(11) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.

(12) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.

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(13) All shares are exercisable as of the transaction date.

(14) There is no expiration date for the Issuer's Class B Common Stock.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 181,840 shares of Class A Common Stock at an exercise price of \$612.00 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 181,840 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$306.612 and the portion of the option covering Class C Capital Stock has an exercise price of \$305.388 per share.

(15) The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on June 1, 2012 for transactions effected by the Reporting Person on May 31, 2012. A

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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