

Drummond David C  
Form 4  
September 07, 2011

**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)  
09/04/2011

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, 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | (A)<br>or<br>(D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Google<br>Stock Unit<br>(1)           | 09/04/2011                              |                                                             | F                                    | 499                                                                     | D                | \$<br>524.84                                                                                                       | 6,969                                                                | D                                                                 |
| Google<br>Stock Unit<br>(1)           | 09/04/2011                              |                                                             | C                                    | 568                                                                     | D                | \$ 0                                                                                                               | 6,401                                                                | D                                                                 |
| Class A<br>Common<br>Stock            | 09/04/2011                              |                                                             | C                                    | 568                                                                     | A                | \$ 0                                                                                                               | 13,799                                                               | D                                                                 |
| Google<br>Stock Unit                  |                                         |                                                             |                                      |                                                                         |                  |                                                                                                                    | 4,999                                                                | D                                                                 |

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(2)

Google  
Stock Unit

14,644 D

(3)

Class A  
Common  
Stock

2,090 I By Spouse

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<br>Derivative<br>Security<br>(Instr. 3)    | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     | 8. Pri<br>Deriv<br>Secur<br>(Instr. |
|--------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|-------------------------------------|
|                                                        |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |                                     |
| Class B<br>Common<br>Stock                             | \$ 0                                                               |                                         |                                                             |                                      |                                                                                                                    | (4)                                                            | (5)                | Class A<br>Common<br>Stock                                          | 22,332                              |                                     |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 564.35                                                          |                                         |                                                             |                                      |                                                                                                                    | (6)                                                            | 12/01/2020         | Class A<br>Common<br>Stock                                          | 9,998                               |                                     |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 574.18                                                          |                                         |                                                             |                                      |                                                                                                                    | (7)                                                            | 04/06/2021         | Class A<br>Common<br>Stock                                          | 29,288                              |                                     |
| Option<br>To                                           | \$ 308.57                                                          |                                         |                                                             |                                      |                                                                                                                    | (8)                                                            | 03/01/2017         | Class A<br>Common                                                   | 30,000                              |                                     |

|          |           |     |            |         |        |
|----------|-----------|-----|------------|---------|--------|
| Purchase |           |     |            |         | Stock  |
| Class A  |           |     |            |         |        |
| Common   |           |     |            |         |        |
| Stock    |           |     |            |         |        |
| Option   |           |     |            |         |        |
| To       |           |     |            |         |        |
| Purchase | \$ 318.92 | (6) | 03/04/2019 | Class A |        |
| Class A  |           |     |            | Common  | 34,138 |
| Common   |           |     |            | Stock   |        |
| Stock    |           |     |            |         |        |

## Reporting Owners

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

## Signatures

/s/ Patty Chang as attorney-in-fact for David C.  
Drummond

09/07/2011

\_\_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: 25% of GSUs shall vest 12 months after vesting commencement date and 1/16th of shares shall vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.

(2) 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 shall vest on the one-year grant date anniversary and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

(3) 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 shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.

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

(5) There is no expiration date for Google Inc.'s Class B Common Stock.

(6) The option provided for vesting as follows: 1/4th of the option shall vest on the one-year grant date anniversary and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

(7) 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 continued employment with Google on the applicable vesting dates.

(8) The option vests and becomes exercisable as described in the Form 4 filed by the Reporting Person on May 12, 2009.

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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