

PICHETTE PATRICK  
Form 4  
April 23, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
04/23/2012

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)  
SVP & Chief Financial Officer

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Google Stock Unit <u>(1)</u>					1,389	D	
Google Stock Unit <u>(2)</u>					13,747	D	
Google Stock Unit <u>(3)</u>					8,535	D	
Google Stock Unit					4,323	D	

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(4)

Google  
Stock Unit 30,259 D

(5)

Google  
Stock Unit 13,424 D

(6)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option To Purchase Class A Common Stock	\$ 318.92	04/23/2012		S <sup>(7)</sup>	2,422	<u>(8)</u> 03/04/2019	Class A Common Stock	2,422
Option To Purchase Class A Common Stock	\$ 564.35	04/23/2012		S <sup>(7)</sup>	1,666	<u>(9)</u> 12/01/2020	Class A Common Stock	1,666
Option To Purchase Class A Common Stock	\$ 308.57	04/23/2012		S <sup>(7)</sup>	463	<u>(10)</u> 08/06/2018	Class A Common Stock	463
	\$ 318.92	04/23/2012		S <sup>(7)</sup>	423	<u>(8)</u> 03/04/2019		423

Option  
To  
Purchase  
Class A  
Common  
Stock

Class A  
Common  
Stock

Option  
To  
Purchase  
Class A  
Common  
Stock     \$ 635.15

04/25/2015    04/04/2022    Class A  
Common    8,646  
Stock

Option  
To  
Purchase  
Class A  
Common  
Stock     \$ 635.15

04/25/2016    04/04/2022    Class A  
Common    60,517  
Stock

Option  
To  
Purchase  
Class A  
Common  
Stock     \$ 574.18

(11)     04/06/2021    Class A  
Common    28,068  
Stock

## 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

04/23/2012

        \*\*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. 910 of the Google Stock Units ("GSUs") vested on each February 1, 2009 and August 1, 2009. 5,556 of the GSUs vest annually at a rate of 1/4 each year over four years, beginning on August 1, 2009, subject to continued employment with Google on such vesting dates.

(2)

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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 continuing employment with Google on the applicable vesting dates.

- (3) The GSUs vest as follows: 1/4th of GSUs vested on 3/4/2010 and 1/16th of shares vest each quarter thereafter, subject to continuing employment with Google on the applicable vesting dates.
- (4) 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. 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (5) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (6) 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 continued employment with Google on the applicable vesting dates.
- (7) The sale was made through Google's Transferable Stock Option ("TSO") program, pursuant to which vested stock options are sold to institutional investors in an online auction.
- (8) The option provided for vesting as follows: 1/4th of the option vested on 3/4/2010 and 1/48th vest each month thereafter until the option is fully vested, subject to 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 continued employment with Google on the applicable vesting dates.
- (10) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- (11) 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.

### Remarks:

All transactions reported in this Form 4 were 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.

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