

Google Inc.  
Form 4  
May 01, 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 \*  
**HENNESSY JOHN L**

(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)  
**05/01/2014**

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)

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 or Disposed of (A or 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) Price			
Class A Common Stock	04/25/2014		J <sup>(1)</sup>	V 14 A \$ 0	1,778	D	
Class A Google Stock Unit <sup>(2)</sup>	04/25/2014		J <sup>(1)</sup>	V 14 D \$ 0	206	D	
Class A Common Stock	04/25/2014		J <sup>(1)</sup>	V 12 A \$ 0	1,790	D	
Class A Common Stock	04/25/2014		J <sup>(1)</sup>	V 12 D \$ 0	327	D	

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Google Stock Unit <u>(3)</u>									
Class C Google Stock Unit <u>(2) (4)</u>	04/25/2014	<u>J(1)</u>	V 14	D	\$ 0	206		D	
Class C Capital Stock <u>(5)</u>	04/25/2014	<u>J(1)</u>	V 14	A	\$ 0	1,778		D	
Class C Google Stock Unit <u>(4) (6)</u>	04/25/2014	<u>J(1)</u>	V 8	D	\$ 0	315		D	
Class C Capital Stock <u>(5)</u>	04/25/2014	<u>J(1)</u>	V 8	A	\$ 0	1,786		D	
Class A Google Stock Unit <u>(6)</u>	04/25/2014	<u>J(1)</u>	V 8	D	\$ 0	315		D	
Class A Common Stock	04/25/2014	<u>J(1)</u>	V 8	A	\$ 0	1,798		D	
Class C Google Stock Unit <u>(3) (4)</u>	04/25/2014	<u>J(1)</u>	V 12	D	\$ 0	327		D	
Class C Capital Stock <u>(5)</u>	04/25/2014	<u>J(1)</u>	V 12	A	\$ 0	1,798		D	
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 527.53	2,001		I	By Trust
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 530.46	1,901		I	By Trust
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 527.04	1,801		I	By Trust
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 527.53	1,701		I	By Trust
	05/01/2014	S	100	D		1,601		I	By Trust

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Class C Capital Stock <sup>(5)</sup>					\$						
					528.22						
Class C Capital Stock <sup>(5)</sup>	05/01/2014		S	100	D	\$	528.34	1,501	I		By Trust
Class C Capital Stock <sup>(5)</sup>	05/01/2014		S	100	D	\$	528.6	1,401	I		By Trust
Class C Capital Stock <sup>(5)</sup>	05/01/2014		S	100	D	\$	529.09	1,301	I		By Trust
Class C Capital Stock <sup>(5)</sup>	05/01/2014		S	100	D	\$	530.46	1,201	I		By Trust
Class C Capital Stock <sup>(5)</sup>	05/01/2014		S	100	D	\$	531.63	1,101	I		By Trust
Class A Common Stock <sup>(7)</sup>								3,101	I		By Trust
Class A Google Stock Unit <sup>(8)</sup>								46	D		
Class C Google Stock Unit <sup>(4) (8)</sup>								46	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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All of the sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Report

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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