

Google Inc.
Form 4
January 16, 2015

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 *
DOERR L JOHN

(Last) (First) (Middle)

**C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/15/2015

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 (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 C Google Stock Unit <u>(1)</u>	12/26/2014		J ⁽²⁾	V	13 D \$ 0	550	D	
Class C Capital Stock <u>(3)</u>	12/26/2014		J ⁽²⁾	V	13 A \$ 0	2,972	D	
Class C Google Stock Unit <u>(4) (5)</u>	12/26/2014		J ⁽²⁾	V	13 D \$ 0	97	D	

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Class C Capital Stock <u>(3)</u>	12/26/2014	<u>J(2)</u>	V	13	A	\$ 0	2,985	D	
Class A Google Stock Unit <u>(6)</u>	12/26/2014	<u>J(2)</u>	V	13	D	\$ 0	97	D	
Class A Common Stock	12/26/2014	<u>J(2)</u>	V	13	A	\$ 0	2,892	D	
Class C Google Stock Unit <u>(4) (7)</u>	12/26/2014	<u>J(2)</u>	V	13	D	\$ 0	226	D	
Class C Capital Stock <u>(3)</u>	12/26/2014	<u>J(2)</u>	V	13	A	\$ 0	2,998	D	
Class A Google Stock Unit <u>(7)</u>	12/26/2014	<u>J(2)</u>	V	13	D	\$ 0	226	D	
Class A Common Stock	12/26/2014	<u>J(2)</u>	V	13	A	\$ 0	2,905	D	
Class C Google Stock Unit <u>(4) (8)</u>	12/26/2014	<u>J(2)</u>	V	8	D	\$ 0	249	D	
Class C Capital Stock <u>(3)</u>	12/26/2014	<u>J(2)</u>	V	8	A	\$ 0	3,006	D	
Class A Google Stock Unit <u>(9)</u>	12/26/2014	<u>J(2)</u>	V	8	D	\$ 0	249	D	
Class A Common Stock	12/26/2014	<u>J(2)</u>	V	8	A	\$ 0	2,913	D	
Class C Capital Stock <u>(3)</u>	01/15/2015	S		600	D	\$ 498.2583 <u>(10)</u>	1,047,843	I	Vallejo Ventures Trust
Class C Capital Stock <u>(3)</u>	01/15/2015	S		800	D	\$ 499.9075 <u>(11)</u>	1,047,043	I	Vallejo Ventures Trust

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Class C Capital Stock ⁽³⁾	01/15/2015		S	4,077	D	\$ 501.4226 ⁽¹²⁾	1,042,966	I	Vallejo Ventures Trust
Class C Capital Stock ⁽³⁾	01/15/2015		S	2,014	D	\$ 502.0954 ⁽¹³⁾	1,040,952	I	Vallejo Ventures Trust
Class C Capital Stock ⁽³⁾	01/15/2015		S	820	D	\$ 503.0366 ⁽¹⁴⁾	1,040,132	I	Vallejo Ventures Trust
Class C Capital Stock ⁽³⁾							118,653	I	The Benificus Foundation
Class C Capital Stock ⁽³⁾							18,656	I	The Hampton 1999 Trust
Class C Capital Stock ⁽³⁾							18,656	I	The Austin 1999 Trust
Class A Common Stock							118,653	I	The Benificus Foundation
Class A Common Stock							18,656	I	L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99
Class A Common Stock							18,656	I	L. John Doerr Ttee The Hampton 1999 Trust dtd 5/25/99

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price Deriv Secur (Instr.
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- (8) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (9) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of the month thereafter, subject to continued employment on such vesting dates.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$498.06 to \$499.05, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (10) through (14) to this Form 4.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$499.46 to \$500.45, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$500.72 to \$501.71, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$501.72 to \$502.71, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$502.73 to \$503.72, inclusive.
- (15) There is no exercisable date for the Issuer's Class B Common Stock.
- (16) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All sales 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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