

Google Inc.  
Form 4  
December 28, 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 \*  
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)  
12/28/2012

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)

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 Indirect Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                     |                                      |  | Code                           | V   | Amount (D) or Price (A)   |  |  |
| Class A Common Stock <sup>(1)</sup> | 12/28/2012                           |  | C                              |   | 18,750 A \$ 0   | 18,750   | I By Trust                                 |
| Class A Common Stock <sup>(1)</sup> | 12/28/2012                           |  | S                              |   | 1,500 D \$ 700.7079   | 17,250   | I By Trust                                 |
| Class A Common Stock <sup>(1)</sup> | 12/28/2012                           |  | S                              |   | 3,590 D \$ 701.5707   | 13,660   | I By Trust                                 |
| Class A Common                      | 12/28/2012                           |  | S                              |   | 3,270 D \$ 702.5978   | 10,390   | I By Trust                                 |

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|   |            |   |       |   |                                  |         |   |                         |  |
|---|------------|---|-------|---|----------------------------------|---------|---|-------------------------|--|
| Stock <sup>(1)</sup>                      |            |   |       |   | <sup>(4)</sup>                   |         |   |                         |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 4,050 | D | \$<br>703.4562<br><sup>(5)</sup> | 6,340   | I | By Trust                |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 2,738 | D | \$<br>704.6084<br><sup>(6)</sup> | 3,602   | I | By Trust                |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 3,452 | D | \$<br>705.3147<br><sup>(7)</sup> | 150     | I | By Trust                |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 150   | D | \$ 706.21<br><sup>(8)</sup>      | 0       | I | By Trust                |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 60    | D | \$<br>700.7079<br><sup>(2)</sup> | 174,470 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 144   | D | \$<br>701.5707<br><sup>(3)</sup> | 174,326 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 131   | D | \$<br>702.5978<br><sup>(4)</sup> | 174,195 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 161   | D | \$<br>703.4562<br><sup>(5)</sup> | 174,034 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 110   | D | \$<br>704.6084<br><sup>(6)</sup> | 173,924 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 138   | D | \$<br>705.3147<br><sup>(7)</sup> | 173,786 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 6     | D | \$ 706.21<br><sup>(8)</sup>      | 173,780 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 193   | D | \$ 700.5                         | 173,587 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 1,000 | D | \$ 701.557<br><sup>(3)</sup>     | 172,587 | I | By Family<br>Foundation |  |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 900   | D | \$ 703.38<br><sup>(5)</sup>      | 171,687 | I | By Family<br>Foundation |  |

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|   |            |   |     |   |                                  |         |   |                         |
|---|------------|---|-----|---|----------------------------------|---------|---|-------------------------|
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 500 | D | \$<br>704.6114<br><sup>(6)</sup> | 171,187 | I | By Family<br>Foundation |
| Class A<br>Common<br>Stock <sup>(1)</sup> | 12/28/2012 | S | 600 | D | \$<br>705.3733<br><sup>(7)</sup> | 170,587 | I | By Family<br>Foundation |
| Class A<br>Common<br>Stock <sup>(1)</sup> |            |   |     |   |                                  | 21,379  | D |                         |
| Google<br>Stock<br>Unit <sup>(9)</sup>    |            |   |     |   |                                  | 51,143  | 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<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 of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>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) |                            |                                  |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | \$ 0   | 12/28/2012                              |   | C                                    | 18,750   | <sup>(10)</sup>  | <sup>(11)</sup>   | Class A<br>Common<br>Stock | 18,750                           |
| Class B<br>Common<br>Stock                          | \$ 0   |   |   |                                      |  | <sup>(10)</sup>  | <sup>(11)</sup>   | Class A<br>Common<br>Stock | 1,194,300                        |
| Class B<br>Common<br>Stock                          | \$ 0   |   |   |                                      |  | <sup>(10)</sup>  | <sup>(11)</sup>   | Class A<br>Common<br>Stock | 234,492                          |
| Class B<br>Common<br>Stock                          | \$ 0   |   |   |                                      |  | <sup>(10)</sup>  | <sup>(11)</sup>   | Class A<br>Common<br>Stock | 1,233,980                        |
| Option<br>To<br>Purchase                            | \$ 612   |   |   |                                      |  | <sup>(12)</sup>  | 02/02/2021  | Class A<br>Common<br>Stock | 181,840                          |



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vesting dates.

**Remarks:**

This Form 4 is one of two Form 4s filed on December 28, 2012 for transactions effected by the Reporting Person on December

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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