

Google Inc.
Form 4
November 27, 2013

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)
11/27/2013

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 Ownership (Instr. 4)
				Code	V Amount (D) Price			
Google Stock Unit (1)	11/25/2013		J(2)	V	14	D \$ 0 275	D	
Class A Common Stock	11/25/2013		J(2)	V	14	A \$ 0 2,307	D	
Google Stock Unit (3)	11/25/2013		J(2)	V	13	D \$ 0 389	D	
Class A	11/25/2013		J(2)	V	13	A \$ 0 2,320	D	

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Common Stock									
Google Stock Unit <u>(4)</u>	11/25/2013		J ⁽²⁾ V 8	D	\$ 0	356		D	
Class A Common Stock	11/25/2013		J ⁽²⁾ V 8	A	\$ 0	2,328		D	
Class A Common Stock <u>(5)</u>	11/27/2013		C		23,275	A \$ 0	23,275	I	Vallejo Ventures Trust
Class A Common Stock	11/27/2013		G V 19,000	A	\$ 0	122,901		I	The Benificus Foundation
Class A Common Stock <u>(5)</u>	11/27/2013		G V 19,000	D	\$ 0	4,275		I	Vallejo Ventures Trust
Class A Common Stock <u>(5)</u>	11/27/2013		G V 4,275	D	\$ 0	0		I	Vallejo Ventures Trust
Google Stock Unit <u>(6)</u>						137		D	
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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. P
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	11/27/2013	C		23,275		(7)	(8)	Class A Common Stock	23,275

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOERR L JOHN
 C/O KLEINER PERKINS CAUFIELD & BYERS
 2750 SAND HILL ROAD
 MENLO PARK, CA 94025

X

Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John Doerr

11/27/2013

__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 GSUs vest. The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
 - (2) Vesting of GSUs grant of which was previously reported in Form 4.
 - (3) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such 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. 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.
 - (5) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
 - (6) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
 - (7) There is no exercisable date for the Issuer's Class B Common Stock.
 - (8) There is no expiration date for the Issuer's Class B Common Stock.

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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