

Google Inc.
Form 4
May 28, 2014

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)
05/23/2014

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)
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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Class C Capital Stock ⁽¹⁾	05/23/2014		S		14	D	\$ 543.9181 <u>(2)</u>	151,368	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014		S		55	D	\$ 544.4566 <u>(3)</u>	151,313	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014		S		116	D	\$ 545.4823 <u>(4)</u>	151,197	I	By Schmidt Investments LP
Class C Capital	05/23/2014		S		59	D	\$ 546.4055	151,138	I	By Schmidt Investments

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Stock ⁽¹⁾					⁽⁵⁾			LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	90	D	\$ 547.5376 ⁽⁶⁾	151,048	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	170	D	\$ 548.5405 ⁽⁷⁾	150,878	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	98	D	\$ 549.3742 ⁽⁸⁾	150,780	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	50	D	\$ 550.6431 ⁽⁹⁾	150,730	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	16	D	\$ 551.5671 ⁽¹⁰⁾	150,714	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	97	D	\$ 552.6485 ⁽¹¹⁾	150,617	I	By Schmidt Investments LP
Class C Capital Stock ⁽¹⁾	05/23/2014	S	35	D	\$ 553.224 ⁽¹²⁾	150,582	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	C	800	A	\$ 0	800	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	21	D	\$ 554.6184 ⁽¹⁴⁾	779	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	47	D	\$ 555.5822 ⁽¹⁵⁾	732	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	79	D	\$ 556.4259 ⁽¹⁶⁾	653	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	78	D	\$ 557.6111 ⁽¹⁷⁾	575	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	95	D	\$ 558.2979 ⁽¹⁸⁾	480	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	124	D	\$ 559.6656 ⁽¹⁹⁾	356	I	By Schmidt Investments LP

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Class A Common Stock ⁽¹³⁾	05/23/2014	S	119	D	\$ 560.2909 ⁽²⁰⁾	237	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	41	D	\$ 561.6036 ⁽²¹⁾	196	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	26	D	\$ 562.4128 ⁽²²⁾	170	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	101	D	\$ 563.6562 ⁽²³⁾	69	I	By Schmidt Investments LP
Class A Common Stock ⁽¹³⁾	05/23/2014	S	69	D	\$ 564.3016 ⁽²⁴⁾	0	I	By Schmidt Investments LP
Class C Google Stock Unit ⁽²⁵⁾						1,550	D	
Class C Google Stock Unit ⁽²⁶⁾						895	D	
Class A Google Stock Unit ⁽²⁷⁾						1,550	D	
Class A Google Stock Unit ⁽²⁸⁾						895	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	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)
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Class	V	(A)	(D)	Code	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Disposed of (D)
									(Instr. 3, 4, and 5)
Class B Common Stock	\$ 0		05/23/2014	C			Class A Common Stock	800	
					(29)	(30)			\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X		Executive Chairman of Board	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt
05/28/2014

**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) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$543.84 to \$544.00, 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 (2) through (24) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$544.01 to \$545.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$545.01 to \$546.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$546.01 to \$547.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$547.01 to \$548.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$548.01 to \$549.00, inclusive.

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- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$549.01 to \$550.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$550.01 to \$551.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$551.01 to \$552.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$552.01 to \$553.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$553.01 to \$554.00, inclusive.
- (13) 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.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$554.29 to \$555.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$555.01 to \$556.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$556.01 to \$557.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$557.01 to \$558.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$559.00, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$559.01 to \$560.00, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$560.01 to \$561.00, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$561.01 to \$562.00, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$562.01 to \$563.00, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.01 to \$565.00, inclusive.
- (25) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining grant will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
This grant vests as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining shares will vest on October 2, 2013 and each month thereafter until the entire grant is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (27) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
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. The GSUs vest as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (28) All shares are exercisable as of the transaction date.
- (29) All shares are exercisable as of the transaction date.
- (30) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to 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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