

Google Inc.
Form 4/A
July 13, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
OTELLINI PAUL S

(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)
02/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/13/2012

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. 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)
Google Stock Unit (1)	02/27/2012		J(2)	V 14 D \$ 0 563		D	
Class A Common Stock	02/27/2012		J(2)	V 14 A \$ 0 14		D	
Google Stock Unit (3)	03/02/2012		J(2)	V 45 D \$ 0 409		D	
Class A Common	03/02/2012		J(2)	V 45 A \$ 0 59		D	

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Stock

Google Stock Unit <u>(1)</u>	03/26/2012	J ⁽²⁾	V	14	D	\$ 0	549	D
Class A Common Stock	03/26/2012	J ⁽²⁾	V	14	A	\$ 0	14	D
Google Stock Unit <u>(1)</u>	04/25/2012	J ⁽²⁾	V	13	D	\$ 0	536	D
Class A Common Stock	04/25/2012	J ⁽²⁾	V	13	A	\$ 0	13	D
Class A Common Stock	05/07/2012	J ⁽²⁾	V	69	A	\$ 0	69	D
Google Stock Unit <u>(4)</u>	05/07/2012	J ⁽²⁾	V	69	D	\$ 0	345	D
Google Stock Unit <u>(1)</u>	05/25/2012	J ⁽²⁾	V	14	D	\$ 0	522	D
Class A Common Stock	05/25/2012	J ⁽²⁾	V	14	A	\$ 0	14	D
Google Stock Unit <u>(3)</u>	06/04/2012	J ⁽²⁾	V	46	D	\$ 0	363	D
Class A Common Stock	06/04/2012	J ⁽²⁾	V	46	A	\$ 0	60	D
Google Stock Unit <u>(1)</u>	06/25/2012	J ⁽²⁾	V	14	D	\$ 0	508	D
Class A Common Stock	06/25/2012	J ⁽²⁾	V	14	A	\$ 0	14	D

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

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SEC 1474
(9-02)

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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) (Instr. 3, 4, and 5)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
OTELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X

Signatures

/s/ Valentina Margulis, attorney-in-fact for Paul S. Otellini 07/13/2012

____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 vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (2) Vesting of GSU awards that were previously reported in Form 4s.
- (3) 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.
- (4) 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 August 5, 2009.

Remarks:

This Form 4/A is filed to add footnote (2) describing the nature of the voluntary transactions with the transaction code "J" that

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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