

Google Inc.
Form 4
February 07, 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 *
PICHETTE PATRICK

(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)
02/06/2014

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)
SVP & Chief Financial Officer

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 | | | |
| Class A Common Stock | 01/13/2014 | | G | V 5,245 A \$ 0 | 5,245 | I | By The Bay Meadow L.P. |
| Class A Common Stock | 01/13/2014 | | G | V 5,245 D \$ 0 | 186 | D | |
| Class A Common Stock | 02/06/2014 | | M | 2,499 A \$ 0 | 2,685 | D | |
| | 02/06/2014 | | M | 1,831 A \$ 0 | 4,516 | D | |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|-------|---|
| Class A Common Stock | | | | | | | |
| Class A Common Stock | 02/06/2014 | S | 1,831 | D | \$ 1,150.1 | 2,685 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,148.74 | 2,585 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,149.3 | 2,485 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,149.99 | 2,385 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,150.2 | 2,285 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,150.85 | 2,185 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,150.93 | 2,085 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,151.05 | 1,985 | D |
| Class A Common Stock | 02/06/2014 | S | 89 | D | \$ 1,151.14 | 1,896 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,151.15 | 1,796 | D |
| Class A Common Stock | 02/06/2014 | S | 200 | D | \$ 1,151.19 | 1,596 | D |
| Class A Common Stock | 02/06/2014 | S | 1 | D | \$ 1,151.31 | 1,595 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,151.34 | 1,495 | D |
| Class A Common | 02/06/2014 | S | 100 | D | \$ 1,151.79 | 1,395 | D |

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| | | | | | | | |
|------------------------------------|------------|---|-----|---|------------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,152.03 | 1,295 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,152.31 | 1,195 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,152.54 | 1,095 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,152.91 | 995 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,153.05 | 895 | D |
| Class A Common Stock | 02/06/2014 | S | 9 | D | \$ 1,153.07 | 886 | D |
| Class A Common Stock | 02/06/2014 | S | 100 | D | \$ 1,153.1224 | 786 | D |
| Google Stock Unit <u>(1)</u> | | | | | | 4,999 | D |
| Google Stock Unit <u>(2)</u> | | | | | | 4,323 | D |
| Google Stock Unit <u>(3)</u> | | | | | | 30,259 | D |
| Google Stock Unit <u>(4)</u> | | | | | | 6,712 | D |
| Google Stock Unit <u>(5)</u> | | | | | | 1,408 | D |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Option To Purchase Class A Common Stock | \$ 564.35 | 02/06/2014 | | M | 2,499 | (6) 12/01/2020 | Class A Common Stock 2,499 |
| Option To Purchase Class A Common Stock | \$ 574.18 | 02/06/2014 | | M | 1,831 | (7) 04/06/2021 | Class A Common Stock 1,831 |
| Option To Purchase Class A Common Stock | \$ 635.15 | | | | | 04/25/2015 04/04/2022 | Class A Common Stock 8,646 |
| Option To Purchase Class A Common Stock | \$ 635.15 | | | | | 04/25/2016 04/04/2022 | Class A Common Stock 60,517 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043 | | | SVP & Chief Financial Officer | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Patrick Pichette

02/07/2014

__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) 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: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.

(2) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.

(3) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.

(4) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

(5) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.

(6) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

(7) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on February 7, 2014 for sale transactions effected by the Reporting Person on February 7, 2014.

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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