#### PICHETTE PATRICK

Form 4 March 04, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

response...

1(b).

Google

Google

Stock Unit

(2)

Stock Unit 03/01/2013

(Print or Type Responses)

	1. Name and A PICHETTE	ddress of Reporting I PATRICK	Symbol	2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(Last)	(First) (N	Č	3. Date of Earliest Transaction							
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			(Month) 03/01/	(Month/Day/Year) 03/01/2013				Director 10% Owner Officer (give title Other (specify below)  SVP & Chief Financial Officer			
(Street)  MOUNTAIN VIEW, CA 94043				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
			)43								
	(City)	(State)	(Zip) Ta	Table I - Non-Derivative Securities Acc				equired, 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	Code	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
	Class A Common Stock	03/01/2013		Code V  C(1)	Amount 597		Price \$ 0	(Instr. 3 and 4) 2,886	D		
	Google Stock Unit	03/01/2013		C(1)	597	D	\$ 0	9,401	D		

 $F^{(3)}$ 

653

8,748

2,134

D

D

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$\frac{(4)}{}$		
Google Stock Unit	4,323	D
Google Stock Unit (6)	30,259	D
Google Stock Unit (7)	10,373	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

8. Properties Secution (Inst

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. Transactic Code (Instr. 8)	5. orNumber 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	\$ 318.92					<u>(8)</u>	03/04/2019	Class A Common Stock	1,423	
Option To Purchase Class A Common Stock	\$ 574.18					<u>(9)</u>	04/06/2021	Class A Common Stock	20,746	
Option To	\$ 308.57					(10)	08/06/2018	Class A Common	1,390	

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Purchase Class A Common Stock				Stock	
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
Option To Purchase Class A Common Stock	\$ 564.35	<u>(11)</u>	12/01/2020	Class A Common Stock	18,330

## **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

03/04/2013

\*\*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) Vesting of GSUs grant of which was previously reported in Form 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. 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.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

**(4)** 

Reporting Owners 3

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The GSUs vest as follows: 1/4th of GSUs vested on 3/4/2010 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.

- (5) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (6) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (7) 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.
- (8) The option provided for vesting as follows: 1/4th of the option vested on 3/4/2010 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.
- 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

  (9) thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (10) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.