Google Inc. Form 4 June 10, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* PICHETTE PATRICK

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

Google Inc. [GOOG]

06/06/2013

(Check all applicable)

C/O GOOGLE INC., 1600

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner \_X\_\_ Officer (give title Other (specify

below)

SVP & Chief Financial Officer

AMPHITHEATRE PARKWAY

(Street)

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

**MOUNTAIN VIEW, CA 94043** 

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	` ′	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	06/06/2013		C(1)	145	A	\$ 0	4,648	D	
Google Stock Unit	06/06/2013		C <u>(1)</u>	145	D	\$ 0	9,313	D	
Google Stock Unit	06/06/2013		F(3)	160	D	\$ 859.41	9,153	D	
Google Stock Unit							7,499	D	

(4)

 Google
 4,323
 D

 Stock Unit
 4,323
 D

 Google
 30,259
 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)

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)	Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and Conth/Day/Year) Execution Date, if any Code of (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	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	\$ 574.18					<u>(7)</u>	04/06/2021	Class A Common Stock	18,916
Option To Purchase Class A Common Stock	\$ 308.57					<u>(8)</u>	08/06/2018	Class A Common Stock	695
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2015	04/04/2022	Class A Common Stock	8,646

8. Pr Deri Secu (Inst

#### Edgar Filing: Google Inc. - Form 4

Option To

Class A Purchase \$ 635.15

04/25/2016 04/04/2022 Common 60.517 Class A

Stock Common

Stock

Option To

Class A **Purchase** (9) \$ 564.35 12/01/2020 Common 15,830

Class A Stock Common

Stock

## **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

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** 

06/10/2013

\*\*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 Google Stock Units 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: 1/48th 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.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- 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 **(4)** 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.
- 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 (7) thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- 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.

Reporting Owners 3

### Edgar Filing: Google Inc. - Form 4

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.