Google Inc. Form 4 August 23, 2013

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

**OMB APPROVAL** 

Section 16. 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHMIDT ERIC E	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)	Google Inc. [GOOG]  3. Date of Earliest Transaction			
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY	(Month/Day/Year) 08/23/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Chairman of Board		
(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		
MOUNTAIN VIEW, CA 94043		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		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)			
Class A			Code	V	Amount	(D)	Price	(IIISU: 3 aliu 4)		
Common Stock (1)	08/23/2013		C		100,000	A	\$0	100,000	I	By Trust
Class A Common Stock (1)	08/23/2013		G	V	100,000	D	\$0	0	I	By Trust
Class A Common Stock	08/23/2013		G	V	100,000	A	\$0	100,000	I	By Schmidt Science and Philanthropic Foundation
	08/23/2013		C		20,010	A	\$0	20,010	I	By Trust

Class A Common Stock (1)								
Class A Common Stock	08/23/2013	G	V 20,010	A	\$0	108,710	I	By The Schmidt Family Foundation
Class A Common Stock (1)	08/23/2013	G	V 20,010	D	\$0	0	I	By Trust
Class A Common Stock (1)						29,719	D	
Class A Common Stock						29,084	I	By Schmidt Ocean Institute
Google Stock Unit (2)						34,095	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)

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. Number of bilderivative Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Class B Common Stock	\$ 0	08/23/2013		C		100,000	(3)	<u>(4)</u>	Class A Common Stock	100,00
Class B Common Stock	\$ 0	08/23/2013		С		20,010	<u>(3)</u>	<u>(4)</u>	Class A Common Stock	20,010
Class B Common	\$ 0						<u>(3)</u>	<u>(4)</u>	Class A Common	1,194,3

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Stock			Stock	
Class B Common Stock	\$ 0	<u>(3)</u> <u>(4)</u>	Class A Common Stock	174,98
Class B Common Stock	\$ 0	<u>(3)</u> <u>(4)</u>	Class A Common Stock	866,84
Option To Purchase Class A Common Stock	\$ 612	( <u>5)</u> 02/02/202	Class A Common Stock	181,84

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	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 08/23/2013

\*\*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) 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.
- 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 the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (3) All shares are exercisable as of the transaction date.
- (4) There is no expiration date for the Issuer's Class B Common Stock.
- The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares (5) shall vest each month thereafter until the option is fully vested, subject to 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.

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