Google Inc. Form 4 September 04, 2013

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Brin Sergey**

(First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 09/03/2013

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director X__ 10% Owner _ Other (specify X_ Officer (give title below)

Co-Founder

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) 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)	Code	TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
~ 1			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock (1)	08/26/2013		G	V	36,770	D	\$ 0	3,230	D	
Class A Common Stock (1)	09/03/2013		C		83,334	A	\$ 0	86,564	D	
Class A Common Stock (1)	09/03/2013		S		1,000	D	\$ 854.06 (2)	85,564	D	
Class A Common	09/03/2013		S		400	D	\$ 855.25 (3)	85,164	D	

Stock (1)							
Class A Common Stock (1)	09/03/2013	S	1,172	D	\$ 856.7284 (4)	83,992	D
Class A Common Stock (1)	09/03/2013	S	7,427	D	\$ 857.637 (5)	76,565	D
Class A Common Stock (1)	09/03/2013	S	11,344	D	\$ 858.5257 <u>(6)</u>	65,221	D
Class A Common Stock (1)	09/03/2013	S	13,840	D	\$ 859.5012 <u>(7)</u>	51,381	D
Class A Common Stock (1)	09/03/2013	S	16,276	D	\$ 860.4707 (8)	35,105	D
Class A Common Stock (1)	09/03/2013	S	8,268	D	\$ 861.4095 <u>(9)</u>	26,837	D
Class A Common Stock (1)	09/03/2013	S	9,238	D	\$ 862.4488 (10)	17,599	D
Class A Common Stock (1)	09/03/2013	S	10,379	D	\$ 863.499 (11)	7,220	D
Class A Common Stock (1)	09/03/2013	S	3,990	D	\$ 864.4389 (12)	3,230	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. Number of orDerivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
Security	or Exercise	(Wolldin Day/ Tear)	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of Derivative		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of		
	Security			(D) (Instr. 3, 4,			
					and 5)		
				Code V	(A) (D)		Title

8. P Der Sec (Ins

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					Date Exercisable	Expiration Date		Amount or Number of Shares
Class B Common Stock	\$ 0	09/03/2013	С	83,334	(13)	(14)	Class A Common Stock	83,334

Reporting Owners

Sergey Brin

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brin Sergey C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Co-Founder				
Signatures							
/s/ Valentina Margulis, as attorney-in-f	act for		09/04/2013				

**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) 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 price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$854.00 to \$854.99, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (12) to this Form 4.
- (3) The shares were sold in multiple transactions at prices ranging from \$855.00 to \$855.99, inclusive.
- (4) The shares were sold in multiple transactions at prices ranging from \$856.00 to \$856.99, inclusive.
- (5) The shares were sold in multiple transactions at prices ranging from \$857.00 to \$857.99, inclusive.
- (6) The shares were sold in multiple transactions at prices ranging from \$858.00 to \$858.99, inclusive.
- (7) The shares were sold in multiple transactions at prices ranging from \$859.00 to \$859.99, inclusive.
- (8) The shares were sold in multiple transactions at prices ranging from \$860.00 to \$860.99, inclusive.
- (9) The shares were sold in multiple transactions at prices ranging from \$861.00 to \$861.99, inclusive.
- (10) These shares were sold in multiple transactions at prices ranging from \$862.00 to \$862.99, inclusive.
- (11) These shares were sold in multiple transactions at prices ranging from \$863.00 to \$863.99, inclusive.
- (12) These shares were sold in multiple transactions at prices ranging from \$864.00 to \$864.99, inclusive.
- (13) All shares are exercisable as of the transaction date.
- (14) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

Reporting Owners 3

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All sale transactions reported in this Form 4 were effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person 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.