Google Inc.
Form 4
October 22, 2013

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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 * Tilghman Shirley M	2. Issuer Name **and** Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer
(Last)　(First)　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/22/2013	(Check all applicable) __X__ Director　_____ 10% Owner _____ Officer (give title　_____ Other (specify below)　below)
C/O GOOGLE INC., 1600 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)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	08/05/2013		J(2)	V	50	A	$ 0	5,104	D	
Google Stock Unit (3)	08/05/2013		J(2)	V	50	D	$ 0	255	D	
Google Stock Unit (4)	08/26/2013		J(2)	V	14	D	$ 0	316	D	
Class A Common	08/26/2013		J(2)	V	14	A	$ 0	5,118	D	

Stock [1]

Class A Common Stock [1]	08/26/2013		J[2]	V	12	A	$ 0	5,130	D
Google Stock Unit [5]	08/26/2013		J[2]	V	12	D	$ 0	427	D
Google Stock Unit [6]	08/26/2013		J[2]	V	8	D	$ 0	381	D
Class A Common Stock [1]	08/26/2013		J[2]	V	8	A	$ 0	5,138	D
Class A Common Stock [1]	09/25/2013		J[2]	V	14	A	$ 0	5,152	D
Google Stock Unit [4]	09/25/2013		J[2]	V	14	D	$ 0	302	D
Google Stock Unit [5]	09/25/2013		J[2]	V	13	D	$ 0	414	D
Class A Common Stock [1]	09/25/2013		J[2]	V	13	A	$ 0	5,165	D
Class A Common Stock [1]	09/25/2013		J[2]	V	8	A	$ 0	5,173	D
Google Stock Unit [6]	09/25/2013		J[2]	V	8	D	$ 0	373	D
Class A Common Stock [1]	10/22/2013		M		1,000	A	$ 0	6,173	D
Class A Common Stock [1]	10/22/2013		S		1,000	D	$ 1,002.1444	5,173	D
Class A Common Stock								96	D

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

SEC 1474
(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)		8. De Se (In
				Code	V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	$ 318.68	10/22/2013		M			1,000		(7)	10/03/2015	Class A Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tilghman Shirley M C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X			

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Shirley M. Tilghman	10/22/2013
**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)   Includes Class A Common Stock resulting from vested GSUs grant of which was previously reported on Form 4s.

(2)   Vesting of GSUs grant of which was previously reported in Form 4.

(3)   The Google Stock Units ("GSUs") entitle the reporting person to receive one share of the Google Inc.'s Class A common stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: (i) 1/4th of GSUs vests 12 months after vesting start date and (ii) 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is November 3, 2010.

(4) 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.

(5) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.

(6) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

(7) Option is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.

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.

Explanation of Responses: 4