

Google Inc.
Form 4
May 07, 2014

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PICHETTE PATRICK

(Last) (First) (Middle)

**C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY**

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Google Inc. [GOOG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 C Capital Stock ⁽¹⁾	05/06/2014		M		834	A	\$ 0	1,165	D
Class A Common Stock	05/06/2014		M		834	A	\$ 0	1,165	D
Class A Common Stock	05/06/2014		M		610	A	\$ 0	1,775	D
Class C Capital	05/06/2014		M		610	A	\$ 0	1,775	D

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Stock ⁽¹⁾

Class A Common Stock	05/06/2014	S	1,444	D	\$ 533.5	331	D
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Class C Capital Stock ⁽¹⁾	05/06/2014	S	1,444	D	\$ 525.25	331	D
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Class C Google Stock Unit <u>(2)</u> <u>(3)</u>	05/06/2014	C	145	D	\$ 0	5,957	D
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Class C Capital Stock ⁽¹⁾	05/06/2014	C	145	A	\$ 0	476	D
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Class C Google Stock Unit <u>(2)</u> <u>(3)</u>	05/06/2014	<u>F</u> ⁽⁴⁾	160	D	\$ 527.81	5,797	D
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Class A Common Stock	05/06/2014	C	145	A	\$ 0	476	D
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Class A Google Stock Unit <u>(5)</u>	05/06/2014	C	145	D	\$ 0	5,957	D
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Class A Google Stock Unit <u>(5)</u>	05/06/2014	<u>F</u> ⁽⁴⁾	160	D	\$ 535.33	5,797	D
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Class C Capital Stock ⁽¹⁾						5,245	I	By The Bay Meadow L.P.
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Class A Common Stock						5,245	I	By The Bay Meadow L.P.
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Class C Google Stock Unit <u>(2)</u> <u>(6)</u>						3,750	D	
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Class C Google Stock Unit <u>(2)</u> <u>(7)</u>						30,259	D	
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Class C Google Stock Unit (2) (8)	4,323	D
Class C Google Stock Unit (2) (9)	1,408	D
Class A Google Stock Unit (10)	3,750	D
Class A Google Stock Unit (8)	4,323	D
Class A Google Stock Unit (11) (12)	30,259	D
Class A Google Stock Unit (13)	1,408	D

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

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(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. 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. Amount or Number of Shares
	\$ 281.61	05/06/2014		M	834	(15) 12/01/2020		834

Option to Purchase Class C Capital Stock ⁽¹⁴⁾								Class C Capital Stock	
Option To Purchase Class A Common Stock ⁽¹⁴⁾	\$ 282.74	05/06/2014	M	834	⁽¹⁵⁾	12/01/2020		Class A Common Stock	834
Option To Purchase Class A Common Stock ⁽¹⁶⁾	\$ 287.6642	05/06/2014	M	610	⁽¹⁷⁾	04/06/2021		Class A Common Stock	610
Option to Purchase Class C Capital Stock ⁽¹⁶⁾	\$ 286.5159	05/06/2014	M	610	⁽¹⁷⁾	04/06/2021		Class C Capital Stock	610
Option to Purchase Class C Capital Stock ⁽¹⁸⁾	\$ 316.9399				04/25/2015	04/04/2022		Class C Capital Stock	8,646
Option to Purchase Class C Capital Stock ⁽¹⁹⁾	\$ 316.9399				04/25/2016	04/04/2022		Class C Capital Stock	60,517
Option To Purchase Class A Common Stock ⁽¹⁸⁾	\$ 318.2102				04/25/2015	04/04/2022		Class A Common Stock	8,646
Option To Purchase Class A Common Stock ⁽¹⁹⁾	\$ 318.2102				04/25/2016	04/04/2022		Class A Common Stock	60,517

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

05/07/2014

__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) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding.

(2) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(3) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the Class C 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.

(4) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

(5) 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.

(6) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. Class C GSUs vest as follows: 1/4th of the grant 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.

(7) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. 100% of the grant will vest on April 25, 2016.

(8) 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.

(9) 100% of this grant will vest on December 25, 2014, subject to continued employment with Google on such date.

(10) 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. 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.

(11) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.

(12) 100% of the grant will vest on April 25, 2016.

(13) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.

(14)

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On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 6,666 shares of Class A Common Stock at an exercise price of \$564.35 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 6,666 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$282.7394 and the portion of the option covering Class C Capital Stock has an exercise price of \$281.6107 per share.

- (15) 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.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 12,204 shares of Class A Common Stock at an exercise price of

(16) \$574.18 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 12,204 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.

- (17) 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 thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 8,646 shares of Class A Common Stock at an exercise price of

(18) \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 8,646 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). This option was previously reported as an option for 60,517 shares of Class A Common Stock at an exercise price of

(19) \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 60,517 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

Remarks:

Sale reported in this Form 4 was effected pursuant to a Rule 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.

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