

Google Inc.
Form 4
July 29, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT ERIC E

(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)
07/25/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Executive Chairman of Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	07/25/2014		S	21	D \$ 554.6184 (1)	149,761	I By Schmidt Investments LP
Class C Capital Stock	07/25/2014		S	47	D \$ 555.5822 (2)	149,714	I By Schmidt Investments LP
Class C Capital Stock	07/25/2014		S	79	D \$ 556.4259 (3)	149,635	I By Schmidt Investments LP
Class C Capital	07/25/2014		S	78	D \$ 557.6111	149,557	I By Schmidt Investments

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Stock					<u>(4)</u>			LP
Class C Capital Stock	07/25/2014	S	95	D	\$ <u>(5)</u> 558.2979	149,462	I	By Schmidt Investments LP
Class C Capital Stock	07/25/2014	S	124	D	\$ <u>(6)</u> 559.6656	149,338	I	By Schmidt Investments LP
Class C Capital Stock	07/25/2014	S	119	D	\$ <u>(7)</u> 560.2909	149,219	I	By Schmidt Investments LP
Class C Capital Stock	07/25/2014	S	41	D	\$ <u>(8)</u> 561.6036	149,178	I	By Schmidt Investments LP
Class C Capital Stock	07/25/2014	S	26	D	\$ <u>(9)</u> 562.4128	149,152	I	By Schmidt Investments LP
Class C Capital Stock	07/25/2014	S	101	D	\$ <u>(10)</u> 563.6562	149,051	I	By Schmidt Investments LP
Class C Capital Stock	07/25/2014	S	69	D	\$ <u>(11)</u> 564.3016	148,982	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	C	800	A	\$ 0	800	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	S	7	D	\$ <u>(13)</u> 595.8825	793	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	S	206	D	\$ <u>(14)</u> 596.7299	587	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	S	329	D	\$ <u>(15)</u> 597.4049	258	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	S	24	D	\$ <u>(16)</u> 598.41	234	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	S	212	D	\$ <u>(17)</u> 599.4076	22	I	By Schmidt Investments LP
Class A Common Stock <u>(12)</u>	07/25/2014	S	22	D	\$ <u>(18)</u> 600.5998	0	I	By Schmidt Investments LP

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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. Price of Derivative Security (Instr. 5)
				Code	V	(A)	(D)	Amount or Number of Shares
Class B Common Stock	\$ 0	07/25/2014		C		800	(19) (20) Class A Common Stock	800 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

07/29/2014

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$554.29 to \$555.00, 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 (1) through (18) to this Form 4.

(2)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$555.01 to \$556.00, inclusive.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$556.01 to \$557.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$557.01 to \$558.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$559.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$559.01 to \$560.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$560.01 to \$561.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$561.01 to \$562.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$562.01 to \$563.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.01 to \$565.00, inclusive.
- (12) 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.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$595.01 to \$596.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$596.01 to \$597.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$597.01 to \$598.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$598.01 to \$599.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$599.01 to \$600.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$600.01 to \$601.00, inclusive.
- (19) All shares are exercisable as of the transaction date.
- (20) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This Form 4 is two of six Form 4s filed on July 29, 2014 for transactions effected by the Reporting Person on July 25, 2014. A

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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