

Google Inc.  
Form 4  
August 27, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
08/25/2014

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) | (A) or (D) | Price            | 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 Common Stock            | 08/25/2014                           |  | C                              | 800   | A          | \$ 0             | 800   | I  | By Schmidt Investments LP                             |
| Class C Capital Stock           | 08/25/2014                           |  | S                              | 149   | D          | \$ 579.85<br>(1) | 148,833   | I  | By Schmidt Investments LP                             |
| Class C Capital Stock           | 08/25/2014                           |  | S                              | 307   | D          | \$ 580.28<br>(2) | 148,526   | I  | By Schmidt Investments LP                             |
| Class C Capital                 | 08/25/2014                           |  | S                              | 100   | D          | \$ 581.45        | 148,426   | I  | By Schmidt Investments                                |

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|                                      |            |   |     |   |            |           |   |  |                           |
|--------------------------------------|------------|---|-----|---|------------|-----------|---|--|---------------------------|
| Stock                                |            |   |     |   | <u>(3)</u> |           |   |  | LP                        |
| Class C Capital Stock                | 08/25/2014 | S | 38  | D | \$ 582.39  | 148,388   | I |  | By Schmidt Investments LP |
| Class C Capital Stock                | 08/25/2014 | S | 161 | D | \$ 583.57  | 148,227   | I |  | By Schmidt Investments LP |
| Class C Capital Stock                | 08/25/2014 | S | 45  | D | \$ 584.56  | 148,182   | I |  | By Schmidt Investments LP |
| Class A Common Stock                 | 08/25/2014 | S | 28  | D | \$ 589.81  | 772       | I |  | By Schmidt Investments LP |
| Class A Common Stock                 | 08/25/2014 | S | 369 | D | \$ 590.58  | 403       | I |  | By Schmidt Investments LP |
| Class A Common Stock                 | 08/25/2014 | S | 180 | D | \$ 591.29  | 223       | I |  | By Schmidt Investments LP |
| Class A Common Stock                 | 08/25/2014 | S | 54  | D | \$ 592.66  | 169       | I |  | By Schmidt Investments LP |
| Class A Common Stock                 | 08/25/2014 | S | 126 | D | \$ 593.41  | 43        | I |  | By Schmidt Investments LP |
| Class A Common Stock                 | 08/25/2014 | S | 43  | D | \$ 594.64  | 0         | I |  | By Schmidt Investments LP |
| Class C Capital Stock                |            |   |     |   |            | 1,240,463 | D |  |                           |
| Class A Common Stock <sup>(12)</sup> |            |   |     |   |            | 46,154    | 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)



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- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$589.01 to \$590.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$590.01 to \$591.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$591.01 to \$592.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$592.01 to \$593.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$593.01 to \$594.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$594.01 to \$595.00, 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) All shares are exercisable as of the transaction date.
- (14) There is no expiration date for the Issuer's Class B Common Stock.

### Remarks:

All of the transactions reported in this Form 4 were effected pursuant to 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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