Arora Nikesh Form 4 May 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

10% Owner Other (specify

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * Arora Nikesh

Symbol

Issuer

Director

X_ Officer (give title

5. Relationship of Reporting Person(s) to

(Middle)

(Zin)

Google Inc. [GOOG] 3. Date of Earliest Transaction

(Month/Day/Year)

05/07/2012

(Check all applicable)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(First)

4. If Amendment, Date Original

below) SVP and Chief Business Officer

(Street) Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

MOUNTAIN VIEW, CA 94043

(State)

,	(State)	(Z.Ip)	Table I - No	n-Derivative Securities Acqu	uired, Disposed o	f, or Beneficia	illy Owned
•	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired r(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	es Ownership ally Form: Direct (D) or ng Indirect (I)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Google Stock Unit	05/07/2012		F(2)	190	D	\$ 596.97	17,709	D	
Google Stock Unit	05/07/2012		C	217	D	\$ 0	17,492	D	
Class A Common Stock	05/07/2012		С	217	A	\$ 0	577	D	
Google Stock Unit							13,747	D	

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<u>(3)</u>		
Google Stock Unit	6,777	D
Google Stock Unit (5)	34,581	D
Google Stock Unit	4,268	D

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

3. Transaction Date 3A. Deemed

1. Title of 2.

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6. Date Exercisable and

(9-02)

7. Title and Amount of 8. Pr

Deri Secu (Inst

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

5.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	Underlying S (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	69,162
Option To Purchase Class A Common Stock	\$ 564.35					<u>(7)</u>	12/01/2020	Class A Common Stock	39,990
Option To	\$ 574.18					(8)	04/06/2021	Class A Common	39,050

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Purchase Class A Common				Stock	
Stock Option To Purchase Class A Common Stock	\$ 308.57	(9)	10/05/2017	Class A Common Stock	1,667
Option To Purchase Class A Common Stock	\$ 308.57	(10)	10/05/2017	Class A Common Stock	1,167
Option To Purchase Class A Common Stock	\$ 318.92	(11)	03/04/2019	Class A Common Stock	9,246

Reporting Owners

Reporting Owner Name / Address	Ketationsinps					
	Director	10% Owner	Officer	Other		

Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP and Chief Business Officer

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Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh Arora 05/08/2012

**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).
- 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. The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (2) Shares withheld to satisfy tax obligations upon vesting of GSUs.
- (3) The GSUs vest as follows: 1/4th of the GSUs vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.

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- (4) The GSUs vest as follows: 6,776 of the GSUs vested on 4/15/10 and 1/16th of the GSUs vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (5) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (6) The GSUs vest as follows: 4,267 of the GSUs vested on 3/4/10 and 1/16th of the GSUs vest each quarter thereafte, subject to continued employment with Google on the applicable vesting dates.
- (7) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (8) 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 continued employment with Google on the applicable vesting dates.
- (9) The option provides for vesting as follows: 2,500 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) The option provides for vesting as follows: 1,750 shares shall vest on 10/5/09 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (11) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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.