

Google Inc.
Form 4
May 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
05/25/2012

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 (D) or Price (A)		
Class A Common Stock ⁽¹⁾	05/25/2012		C		11,250 A \$ 0	11,250	I By Trust
Class A Common Stock ⁽¹⁾	05/25/2012		S		150 D \$ 588.7 ⁽²⁾	11,100	I By Trust
Class A Common Stock ⁽¹⁾	05/25/2012		S		2,047 D \$ 589.7124 ⁽³⁾	9,053	I By Trust
Class A Common	05/25/2012		S		2,475 D \$ 590.5117	6,578	I By Trust

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Stock ⁽¹⁾					⁽⁴⁾				
Class A Common Stock ⁽¹⁾	05/25/2012	S	2,891	D	\$ 591.4525	3,687	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	300	D	\$ 592.3125	3,387	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	675	D	\$ 593.4211	2,712	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	750	D	\$ 594.4933	1,962	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	225	D	\$ 595.4067	1,737	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	300	D	\$ 596.4317	1,437	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	150	D	\$ 597.605	1,287	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	75	D	\$ 598.76	1,212	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	450	D	\$ 599.3817	762	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	S	762	D	\$ 600.9872	0	I	By Trust	
Class A Common Stock ⁽¹⁾	05/25/2012	C	2,925	A	\$ 0	2,925	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	05/25/2012	S	39	D	\$ 588.7	2,886	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	05/25/2012	S	532	D	\$ 589.7124	2,354	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	05/25/2012	S	643	D	\$ 590.5117	1,711	I	By Limited Partnership II	

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Class A Common Stock ⁽¹⁾	05/25/2012	S	751	D	\$ <u>(5)</u>	960	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	78	D	\$ <u>(6)</u>	882	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	176	D	\$ <u>(7)</u>	706	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	195	D	\$ <u>(8)</u>	511	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	59	D	\$ <u>(9)</u>	452	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	78	D	\$ <u>(10)</u>	374	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	39	D	\$ <u>(11)</u>	335	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	20	D	\$ <u>(12)</u>	315	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	117	D	\$ <u>(13)</u>	198	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	198	D	\$ <u>(14)</u>	0	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	05/25/2012	S	6	D	\$ <u>(2)</u>	52,875	I	By Family Foundation
Class A Common Stock ⁽¹⁾	05/25/2012	S	82	D	\$ <u>(3)</u>	52,793	I	By Family Foundation

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

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SEC 1474
(9-02)

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

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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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	05/25/2012		C	11,250	(15) (16)		Class A Common Stock	11,250
Class B Common Stock	\$ 0	05/25/2012		C	2,925	(15) (16)		Class A Common Stock	2,925

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
 05/25/2012
 **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).
- (1) 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$588.52 to \$589.00, 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 (2) through (14) to this form 4.
- (3) 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.
- (4) 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.
- (5) 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.

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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 \$592.01 to \$593.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$593.01 to \$594.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$594.01 to \$595.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$595.01 to \$596.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$596.01 to \$597.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$597.01 to \$598.00, inclusive.
- (12) 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.
- (13) 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.
- (14) 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.
- (15) All shares are exercisable as of the transaction date.
- (16) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

This Form 4 is one of two Form 4s filed on May 25, 2012 for transactions effected by the Reporting Person on May 25, 2012.

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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