Google Inc. Form 4 June 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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January 31, Expires: 2005

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SECURITIES

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Brin Sergey**

(First)

(Street)

(Middle)

C/O GOOGLE INC., 1600

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 06/04/2013

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ 10% Owner _X__ Director _ Other (specify X_ Officer (give title below)

Co-Founder

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

MOUNTAIN VIEW, CA 94043

AMPHITHEATRE PARKWAY

(City)	(State)	(Zip) Tal	ole I - N	on-	Derivative	Secu	rities Acquire	d, Disposed of, o	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 on Disposed of (D) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G1 .			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock (1)	05/13/2013		G	V	75,000	D	\$ 0	8,420	D	
Class A Common Stock (1)	06/04/2013		C		83,334	A	\$ 0	91,754	D	
Class A Common Stock (1)	06/04/2013		S		100	D	\$ 854.74	91,654	D	
Class A Common	06/04/2013		S		400	D	\$ 855.21 (2)	91,254	D	

Stock (1)							
Class A Common Stock (1)	06/04/2013	S	2,800	D	\$ 856.801 (3)	88,454	D
Class A Common Stock (1)	06/04/2013	S	4,300	D	\$ 857.5155 (4)	84,154	D
Class A Common Stock (1)	06/04/2013	S	4,793	D	\$ 858.4301 (5)	79,361	D
Class A Common Stock (1)	06/04/2013	S	5,884	D	\$ 859.3822 (6)	73,477	D
Class A Common Stock (1)	06/04/2013	S	5,689	D	\$ 860.5055 (7)	67,788	D
Class A Common Stock (1)	06/04/2013	S	3,304	D	\$ 861.4396 (8)	64,484	D
Class A Common Stock (1)	06/04/2013	S	8,400	D	\$ 862.4675 <u>(9)</u>	56,084	D
Class A Common Stock (1)	06/04/2013	S	6,295	D	\$ 863.4224 (10)	49,789	D
Class A Common Stock (1)	06/04/2013	S	5,750	D	\$ 864.7383 (11)	44,039	D
Class A Common Stock (1)	06/04/2013	S	17,214	D	\$ 865.5062 (12)	26,825	D
Class A Common Stock (1)	06/04/2013	S	6,800	D	\$ 866.4049 (13)	20,025	D
Class A Common Stock (1)	06/04/2013	S	4,600	D	\$ 867.6278 (14)	15,425	D
Class A Common Stock (1)	06/04/2013	S	6,200	D	\$ 868.3925 (15)	9,225	D
Class A Common Stock (1)	06/04/2013	S	505	D	\$ 869.64 (16)	8,720	D

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Class A Common 06/04/2013 S 300 870.2283 8,420 D Stock (1)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Derl Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0	06/04/2013		С	83,334	(18)	(19)	Class A Common Stock	83,334	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Brin Sergey C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Co-Founder			

Signatures

/s/ Valentina Margulis, as attorney-in-fact for 06/05/2013 Sergey Brin

> **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).
- Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of **(1)** Reporting Person.

Reporting Owners 3

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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 \$855.01 to \$855.75, 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 (17) to this Form 4.
- (3) These shares were sold in multiple transactions at prices ranging from \$856.16 to \$856.96, inclusive.
- (4) These shares were sold in multiple transactions at prices ranging from \$857.035 to \$857.9475, inclusive.
- (5) These shares were sold in multiple transactions at prices ranging from \$858.02 to \$858.96, inclusive.
- (6) These shares were sold in multiple transactions at prices ranging from \$859.00 to \$859.8575, inclusive.
- (7) These shares were sold in multiple transactions at prices ranging from \$860.01 to \$860.995, inclusive.
- (8) These shares were sold in multiple transactions at prices ranging from \$861.04 to \$861.985, inclusive.
- (9) These shares were sold in multiple transactions at prices ranging from \$862.005 to \$862.945, inclusive.
- (10) These shares were sold in multiple transactions at prices ranging from \$863.025 to \$863.925, inclusive.
- (11) These shares were sold in multiple transactions at prices ranging from \$864.175 to \$864.985, inclusive.
- (12) These shares were sold in multiple transactions at prices ranging from \$865.00 to \$865.975, inclusive.
- (13) These shares were sold in multiple transactions at prices ranging from \$866.005 to \$866.98, inclusive.
- (14) These shares were sold in multiple transactions at prices ranging from \$867.05 to \$867.985, inclusive.
- (15) These shares were sold in multiple transactions at prices ranging from \$868.015 to \$868.9375, inclusive.
- (16) These shares were sold in multiple transactions at prices ranging from \$869.0075 to \$869.8675, inclusive.
- (17) These shares were sold in multiple transactions at prices ranging from \$870.165 to \$870.26, inclusive.
- (18) All shares are exercisable as of the transaction date.
- (19) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All sale transactions reported in this Form 4 were effected pursuant to a 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. 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.