

Google Inc.
Form 4
October 31, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Nikesh

(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)
10/30/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP and Chief Business Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 A Common Stock	10/30/2013		S		409	D	\$ 1,028.6999 (1)	7,725	D
Class A Common Stock	10/30/2013		S		391	D	\$ 1,029.7629 (2)	7,334	D
Class A Common Stock	10/30/2013		S		288	D	\$ 1,031.1609 (3)	7,046	D
Class A Common	10/30/2013		S		900	D	\$ 1,033.1609	6,146	D

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Stock					<u>(4)</u>		
Class A					\$		
Common	10/30/2013	S	212	D	1,034.1545	5,934	D
Stock					<u>(5)</u>		
Class A					\$		
Common	10/30/2013	S	300	D	1,027.3767	5,634	D
Stock					<u>(6)</u>		
Class A					\$		
Common	10/30/2013	S	400	D	1,028.8575	5,234	D
Stock					<u>(7)</u>		
Class A					\$		
Common	10/30/2013	S	344	D	1,029.7236	4,890	D
Stock					<u>(8)</u>		
Class A					\$		
Common	10/30/2013	S	238	D	1,031.4771	4,652	D
Stock					<u>(9)</u>		
Class A					\$		
Common	10/30/2013	S	1,018	D	1,033.2716	3,634	D
Stock					<u>(10)</u>		
Class A					\$		
Common	10/30/2013	S	200	D	1,027.435	3,434	D
Stock					<u>(11)</u>		
Class A					\$		
Common	10/30/2013	S	200	D	1,034.73	3,234	D
Stock					<u>(12)</u>		
Class A					\$		
Common	10/30/2013	S	600	D	1,028.846	2,634	D
Stock					<u>(13)</u>		
Class A					\$		
Common	10/30/2013	S	300	D	1,029.7667	2,334	D
Stock					<u>(14)</u>		
Class A					\$		
Common	10/30/2013	S	110	D	1,031.0864	2,224	D
Stock					<u>(15)</u>		
Class A					\$		
Common	10/30/2013	S	890	D	1,032.9985	1,334	D
Stock					<u>(16)</u>		
Class A					\$		
Common	10/30/2013	S	300	D	1,033.9067	1,034	D
Stock					<u>(17)</u>		
Class A					\$		
Common	10/30/2013	S	100	D	1,034.96	934	D
Stock							

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Class A Common Stock	10/30/2013	S	362	D	\$ 1,034.1161 (18)	572	D
Class A Common Stock	10/30/2013	M	2,500	A	\$ 0	3,072	D
Class A Common Stock	10/30/2013	S	271	D	\$ 1,032.8471 (19)	2,801	D
Class A Common Stock	10/30/2013	S	200	D	\$ 1,035.2325	2,601	D
Class A Common Stock	10/30/2013	S	100	D	\$ 1,034.96	2,501	D
Class A Common Stock	10/30/2013	S	300	D	\$ 1,027.3767 (20)	2,201	D
Class A Common Stock	10/30/2013	S	500	D	\$ 1,029.1452 (21)	1,701	D
Class A Common Stock	10/30/2013	S	209	D	\$ 1,029.9208 (22)	1,492	D
Class A Common Stock	10/30/2013	S	275	D	\$ 1,031.5305 (23)	1,217	D
Google Stock Unit ⁽²⁴⁾						6,249	D
Google Stock Unit ⁽²⁵⁾						34,581	D
Google Stock Unit ⁽²⁶⁾						10,577	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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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. Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 574.18	10/30/2013		M	2,500	(27) 04/06/2021	Class A Common Stock	2,500
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					(28) 12/01/2020	Class A Common Stock	18,323

Reporting Owners

Reporting Owner Name / Address	Relationships
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	Director 10% Owner Officer SVP and Chief Business Officer Other

Signatures

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

10/31/2013

**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 the average price. The shares were sold in multiple transactions at prices ranging from \$1028.44 to \$1,029.43, 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 (23) to this Form 4.
 - (2) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1029.48 to \$1030.27, inclusive.
 - (3) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.05 to \$1,032.04, inclusive.
 - (4) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.69 to \$1,033.68, inclusive.
 - (5) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,033.80 to \$1,034.79, inclusive.
 - (6) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,027.26 to \$1,028.25, inclusive.
 - (7) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,028.45 to \$1,029.44, inclusive.
 - (8) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,029.53 to \$1,030.52, inclusive.
 - (9) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.05 to \$1,032.04, inclusive.
 - (10) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.80 to \$1,033.79, inclusive.
 - (11) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,027.26 to \$1,028.25, inclusive.
 - (12) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,034.50 to \$1,035.49, inclusive.
 - (13) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,028.45 to \$1,029.44, inclusive.
 - (14) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,029.64 to \$1,030.63, inclusive.
 - (15) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.05 to \$1,032.04, inclusive.
 - (16) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.52 to \$1,033.51, inclusive.
 - (17) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,033.57 to \$1,034.56, inclusive.
 - (18) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,033.91 to \$1,034.92, inclusive.
 - (19) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,032.67 to \$1,033.66, inclusive.
 - (20) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,027.26 to \$1,028.25, inclusive.
 - (21) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,028.78 to \$1,029.77, inclusive.

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- (22) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1029.83 to \$1,030.82, inclusive.
- (23) The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,031.05 to \$1,032.04, inclusive.
- (24) 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: 1/4th 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.
- (25) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (26) 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.
- (27) 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.
- (28) 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.

Remarks:

This Form 4 is one of three Form 4s filed on October 31, 2013 for transactions effected by the Reporting Person on October 30, 2013.

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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