Google Inc. Form 4 December 12, 2013

FORM 4

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

OMB Number:

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January 31, Expires: 2005

OMB APPROVAL

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Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PICHETTE PATRICK			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year) 12/12/2013	Director 10% Owner _X Officer (give title Other (specify below) SVP & Chief Financial Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOUNTAIN	VIEW CA	94043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (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	12/12/2013		S	100	. ,	\$ 1,077.58	5,887	D		
Class A Common Stock	12/12/2013		S	200	D	\$ 1,077.64	5,687	D		
Class A Common Stock	12/12/2013		S	400	D	\$ 1,077.84	5,287	D		
Class A Common	12/12/2013		S	42	D	\$ 1,077.9	5,245	D		

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Google Stock Unit (1)	4,999	D
Google Stock Unit	4,323	D
Google Stock Unit (3)	30,259	D
Google Stock Unit	7,323	D
Google Stock Unit (5)	1,408	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 574.18					<u>(6)</u>	04/06/2021	Class A Common Stock	15,255
Option To	\$ 635.15					04/25/2015	04/04/2022	Class A Common	8,646

SEC 1474

(9-02)

8. Properties Secution (Inst

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Purchase Stock

Class A Common

Stock

Option

To Class A

Purchase Class A \$ 635.15 04/25/2016 04/04/2022 Common 60,517

Common Stock

Stock

Option

To Purchase \$ 564.25 (7) 12/01/2020

Class A \$ 564.35 (7) 12/01/2020 Common 10,831 Stock

Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PICHETTE PATRICK C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP & Chief Financial Officer

Class A

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Patrick Pichette

12/12/2013

Date

**Signature of Reporting Person

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: 1/4th of GSUs vested on 12/1/2011 and 1/16th of shares vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.

- (2) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (3) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (4) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (5) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.

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 (6) thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

(7)

Reporting Owners 3

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The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

Remarks:

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