Google Inc. Form 4 February 07, 2014

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

Check this box if no longer subject to Section 16.

Form 4 or

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

Form 5 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).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading SCHMIDT ERIC E Symbol Google Inc. [GOOG] (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year)

(Zip)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

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

02/05/2014

MOUNTAIN VIEW, CA 94043

(State)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner X_ Officer (give title Other (specify below) Executive Chairman of Board

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

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

n-Derivative Securities Acquired Disposed of ar Reneficially O

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Securities	Acquired, Dispose	ed of, or Benef	ficially 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 or(A) or Disposed of (D) (Instr. 3, 4 and 5)		d 5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Google			Code V	Amount	(A) or (D) Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock Unit	02/05/2014		A	87,862	A \$0	87,862	D	
Google Stock Unit						22,730	D	
Google Stock Unit						2,067	D	
Google Stock Unit						1,194	D	

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(4)		
Class A		

Class A Common Stock	39,945	D	
Class A Common Stock	48,244	I	By The Schmidt Family Foundation
Class A Common Stock	18,508	I	By Schmidt Ocean Institute
Class A Common Stock	183,428	I	By Schmidt Science and Philanthropic 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)

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	153,782
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	706,961

D

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Class B Common Stock	\$ 0	<u>(5)</u> <u>(6)</u>	Class A Common Stock	2,538,750
Option To Purchase Class A Common Stock	\$ 612	<u>(7)</u> 02/02/20	Class A 21 Common Stock	181,840

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHMIDT ERIC E
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Relationships

Executive Chairman of Board

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E.
Schmidt
02/07/2014

**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 follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (2) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (3) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- The GSUs vest as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (5) All shares are exercisable as of the transaction date.
- (6) There is no expiration date for the Issuer's Class B Common Stock.
- The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares (7) shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting

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.

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