Google Inc. Form 4 March 06, 2014

## 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* PICHETTE PATRICK

(Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction (Month/Day/Year)

03/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify \_X\_\_ Officer (give title . below)

SVP & Chief Financial 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

#### **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)	Code (Instr. 8)	(A) or		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	03/06/2014		Code V M	Amount 833	(D)	Price	1,761	D			
Class A Common Stock	03/06/2014		S	833	D	\$ 1,222.31	928	D			
Class A Common Stock	03/06/2014		M	610	A	\$ 0	1,538	D			
Class A Common	03/06/2014		S	610	D	\$ 1,222.31	928	D			

#### Stock

Class A Common Stock	5,245	I	By The Bay Meadow L.P.
Google Stock Unit (1)	3,750	D	
Google Stock Unit (2)	4,323	D	
Google Stock Unit (3)	30,259	D	
Google Stock Unit (4)	6,712	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.

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. Transactic Code (Instr. 8)	5. Number Doof 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
Option To Purchase Class A Common	\$ 564.35	03/06/2014		M	833	<u>(6)</u>	12/01/2020	Class A Common Stock	833

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Option To Purchase Class A Common Stock	\$ 574.18	03/06/2014	M	610	<u>(7)</u>	04/06/2021	Class A Common Stock	610
Option To Purchase Class A Common Stock	\$ 635.15				04/25/2015	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock	\$ 635.15				04/25/2016	04/04/2022	Class A Common Stock	60,517

## **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

### **Signatures**

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

03/06/2014

\*\*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).
- Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share (1) 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 Ghe 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.

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

#### **Remarks:**

All transactions 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.