Google Inc. Form 4 March 13, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * Drummond David C

Symbol Google Inc. [GOOG] 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director _X__ Officer (give title

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

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Number:

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burden hours per

03/12/2014

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

4. If Amendment, Date Original

below) SVP, Corporate Development

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

MOUNTAIN VIEW, CA 94043

(City)	(State)	(Zip) Tab	ole I - Non-	-Derivativ	e Secı	ırities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	omr Dispo (Instr. 3,	sed of	` ′	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	03/12/2014		S	145	D	\$ 1,194.72	0	D	
Class A Common Stock (1)							2,090	I	By Spouse
Google Stock Unit							938	D	
Google Stock Unit							4,323	D	

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$\frac{(3)}{}$		
Google Stock Unit	22,478	D
Google Stock Unit	6,407	D
Google Stock Unit (6)	1,072	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)

8. Properties Secution (Inst

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e	7. Title and A Underlying S (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(7)</u>	(8)	Class A Common Stock	21,332
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	44,955
Option To Purchase Class A Common	\$ 635.15					04/25/2015	04/04/2022	Class A Common Stock	8,646

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Option To Purchase Class A Common Stock	\$ 564.35	<u>(9)</u>	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common Stock	\$ 574.18	(10)	04/06/2021	Class A Common Stock	29,288
Option To Purchase Class A	\$ 318.92	<u>(9)</u>	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address	Kittionships					
	Director	10% Owner	Officer	Other		

Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP, Corporate Development

Relationshins

Signatures

Common Stock

/s/ Valentina Margulis, attorney-in-fact for David C. Drummond

03/13/2014

**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).
- (1) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- 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 12/1/2011 and 1/16th of GSUs vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (3) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (4) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (5) The GSUs vest as follows: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.

Reporting Owners 3

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- (6) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (7) All shares are exercisable as of the transaction date.
- (8) There is no expiration date for Google Inc.'s Class B Common Stock.
- (9) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (10) 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, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

Remarks:

Transaction reported in this Form 4 was 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.