

Google Inc.
Form 4
May 01, 2014

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
HENNESSY JOHN L

(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)
05/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	04/25/2014		J ⁽¹⁾	V 14 A \$ 0	1,778	D	
Class A Google Stock Unit ⁽²⁾	04/25/2014		J ⁽¹⁾	V 14 D \$ 0	206	D	
Class A Common Stock	04/25/2014		J ⁽¹⁾	V 12 A \$ 0	1,790	D	
Class A Common Stock	04/25/2014		J ⁽¹⁾	V 12 D \$ 0	327	D	

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Google Stock Unit <u>(3)</u>									
Class C Google Stock Unit <u>(2) (4)</u>	04/25/2014	<u>J(1)</u>	V 14	D	\$ 0	206		D	
Class C Capital Stock <u>(5)</u>	04/25/2014	<u>J(1)</u>	V 14	A	\$ 0	1,778		D	
Class C Google Stock Unit <u>(4) (6)</u>	04/25/2014	<u>J(1)</u>	V 8	D	\$ 0	315		D	
Class C Capital Stock <u>(5)</u>	04/25/2014	<u>J(1)</u>	V 8	A	\$ 0	1,786		D	
Class A Google Stock Unit <u>(6)</u>	04/25/2014	<u>J(1)</u>	V 8	D	\$ 0	315		D	
Class A Common Stock	04/25/2014	<u>J(1)</u>	V 8	A	\$ 0	1,798		D	
Class C Google Stock Unit <u>(3) (4)</u>	04/25/2014	<u>J(1)</u>	V 12	D	\$ 0	327		D	
Class C Capital Stock <u>(5)</u>	04/25/2014	<u>J(1)</u>	V 12	A	\$ 0	1,798		D	
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 527.53	2,001		I	By Trust
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 530.46	1,901		I	By Trust
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 527.04	1,801		I	By Trust
Class C Capital Stock <u>(5)</u>	05/01/2014	S	100	D	\$ 527.53	1,701		I	By Trust
	05/01/2014	S	100	D		1,601		I	By Trust

(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNESSY JOHN L C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Valentina Margulis, as attorney-in-fact for John L.
Hennessy

05/01/2014

__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) Vesting of GSUs grant of which was previously reported in Form 4.

The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock or Class C Capital Stock for each share underlying the GSU as the GSUs vest. The GSUs vest as follows: 1/48th of GSUs vested on July 25, 2011 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates.

(3) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.

(4) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(5) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

(6) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

(7) Includes Class A Common Stocks issued upon vesting of GSUs and Class A Common Stock issued upon the conversion of Class B Common Stock at the election of Reporting Person.

(8) The GSUs vest as follows: 1/4th of the GSUs vested on 6/2/2011 and 1/16th of the GSUs vests each quarter thereafter, subject to continued service on such vesting dates.

Remarks:

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All of the sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Report

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.