Google Inc.
Form 4
September 03, 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brin Sergey

(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)
09/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Co-Founder

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 (A) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	09/02/2014		C		83,334	A	$ 0	158,334	D	
Class A Common Stock	09/02/2014		S		1,600	D	$ 582.93 (2)	156,734	D	
Class A Common Stock	09/02/2014		S		200	D	$ 583.46 (3)	156,534	D	
Class A Common	09/02/2014		S		7,997	D	$ 584.5723	148,537	D	

Stock						(4)		
Class A Common Stock	09/02/2014		S	21,023	D	$ 585.5111 (5)	127,514	D
Class A Common Stock	09/02/2014		S	10,980	D	$ 586.4434 (6)	116,534	D
Class A Common Stock	09/02/2014		S	18,717	D	$ 587.4873 (7)	97,817	D
Class A Common Stock	09/02/2014		S	19,663	D	$ 588.4186 (8)	78,154	D
Class A Common Stock	09/02/2014		S	3,154	D	$ 589.1535 (9)	75,000	D
Class C Capital Stock (10)	09/02/2014		S	1,300	D	$ 571.19 (11)	22,817,312	D
Class C Capital Stock (10)	09/02/2014		S	1,000	D	$ 572.543 (12)	22,816,312	D
Class C Capital Stock (10)	09/02/2014		S	15,614	D	$ 573.6317 (13)	22,800,698	D
Class C Capital Stock (10)	09/02/2014		S	18,436	D	$ 574.3713 (14)	22,782,262	D
Class C Capital Stock (10)	09/02/2014		S	11,991	D	$ 575.5662 (15)	22,770,271	D
Class C Capital Stock (10)	09/02/2014		S	21,935	D	$ 576.4628 (16)	22,748,336	D
Class C Capital Stock (10)	09/02/2014		S	13,058	D	$ 577.3221 (17)	22,735,278	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. Transaction Code (Instr. 8)		5. Number 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)		8. P Deri Secu (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	$ 0	09/02/2014		C			83,334	(18)	(19)	Class A Common Stock	83,334	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brin Sergey C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Co-Founder	

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Sergey Brin	09/03/2014
**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.

(2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $582.79 to $582.99, inclusive. The reporting person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (17) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $583.00 to $583.99, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $584.00 to $584.99, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $585.00 to $585.99, inclusive.

(6)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $586.00 to $586.99, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $587.00 to $587.99, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $588.00 to $588.99, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $589.00 to $589.99, inclusive.

(10) 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.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $571.00 to $571.99, inclusive.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $572.00 to $572.99, inclusive.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $573.00 to $573.99, inclusive.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $574.00 to $574.99, inclusive.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $575.00 to $575.99, inclusive.

(16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $576.00 to $576.99, inclusive.

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $577.00 to $577.99, inclusive.

(18) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder.

(19) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person.