

Google Inc.
Form 5
February 12, 2015

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Shriram Kavitar Ram

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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 (1)	^	^	^	^	^	^	63,540	D	^
Class A Common Stock	^	^	^	^	^	^	16,884	I	By Limited Partnership
Class A Common Stock	^	^	^	^	^	^	63,041	I	By Spouse

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Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	16,884	I	By Limited Partnership
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	63,041	I	By Spouse
Class C Capital Stock <u>(2) (3)</u>	Â	Â	Â	Â	Â	Â	63,633	D	Â
Class C Google Stock Unit <u>(4)</u>	Â	Â	Â	Â	Â	Â	550	D	Â
Class C Google Stock Unit <u>(5) (6)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class C Google Stock Unit <u>(6) (7)</u>	Â	Â	Â	Â	Â	Â	97	D	Â
Class C Google Stock Unit <u>(6) (8)</u>	Â	Â	Â	Â	Â	Â	226	D	Â
Class A Google Stock Unit <u>(5)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class A Google Stock Unit <u>(7)</u>	Â	Â	Â	Â	Â	Â	97	D	Â
Class A Google Stock Unit <u>(8)</u>	Â	Â	Â	Â	Â	Â	226	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. of
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	D
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Valentina Margulis, attorney-in-fact for Kavitar Ram
Shriram

02/11/2015

**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) Includes 414 shares of Class A Common Stock resulting from the vesting of Class A Google Stock Units (GSUs) in 2014, the grant of which was previously reported on Form 4s.
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.
 - (2) Includes 403 shares of Class C Capital Stock resulting from the vesting of Class C Google Stock Units (GSUs) in 2014, the grant of which was previously reported on Form 4s.
 - (3) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
 - (4) 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.
 - (5) 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.
 - (6)

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- The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each
- (7) share underlying the GSU as the GSUs vest. 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 dates.
 - (8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.