

Shriram Kavitar Ram
 Form 4
 September 07, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Shriram Kavitar Ram

(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)
 09/07/2012

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. 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)
				(A) or (D) Code V Amount Price			
Google Stock Unit ⁽¹⁾	08/27/2012		J ⁽²⁾	V 14 D \$ 0 481		D	
Class A Common Stock	08/27/2012		J ⁽²⁾	V 14 A \$ 0 149,081		D	
Class A Common Stock	08/27/2012		J ⁽²⁾	V 13 A \$ 0 149,094		D	
Google Stock	08/27/2012		J ⁽²⁾	V 13 D \$ 0 577		D	

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Unit ⁽³⁾

Class A Common Stock	09/07/2012	S	21,108	D	\$ 700.0707 <u>(4)</u>	127,986	D	
Class A Common Stock	09/07/2012	S	2,178	D	\$ 701.5624 <u>(5)</u>	125,808	D	
Class A Common Stock	09/07/2012	S	1,714	D	\$ 702.3002 <u>(6)</u>	124,094	D	
Class A Common Stock	09/07/2012	S	21,107	D	\$ 700.0707 <u>(4)</u>	149,434	I	By Spouse
Class A Common Stock	09/07/2012	S	2,178	D	\$ 701.5623 <u>(5)</u>	147,256	I	By Spouse
Class A Common Stock	09/07/2012	S	1,715	D	\$ 702.3 <u>(6)</u>	145,541	I	By Spouse
Class A Common Stock	09/07/2012	S	19,086	D	\$ 700.0708 <u>(7)</u>	20,402	I	By Limited Partnership
Class A Common Stock	09/07/2012	S	1,968	D	\$ 701.5626 <u>(8)</u>	16,884	I	By Limited Partnership
Class A Common Stock	09/07/2012	S	1,550	D	\$ 702.2995 <u>(9)</u>	18,852	I	By Limited Partnership
Class A Common Stock						1,132	D	

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nature of Derivative Security Beneficially Owned
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Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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 09/07/2012

**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) 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 GSU vests. 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.
 - (2) Vesting of GSU grant of which was previously reported in Form 4.
 - (3) The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$700.00 to \$700.99, 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 (4) through (9) to this Form 4.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$701.08 to \$701.79, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$702.00 to \$702.47, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$700.00 to \$700.99, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$701.08 to \$701.79, inclusive.

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- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$702.00 to \$702.47, inclusive.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to Rule 10b5-1 Trading Plans 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.

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