

Google Inc.
Form 4
May 28, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
SCHMIDT ERIC E

(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)
05/23/2014

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)

Executive Chairman of Board

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 (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 or Price | | | | | |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | | S | | 46 | D | \$ 543.9181 (2) | 10,530 | I | By Schmidt Ocean Institute |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | | S | | 183 | D | \$ 544.4566 (3) | 10,347 | I | By Schmidt Ocean Institute |
| Class C Capital Stock ⁽¹⁾ | 05/23/2014 | | S | | 382 | D | \$ 545.4823 (4) | 9,965 | I | By Schmidt Ocean Institute |

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| | | | | | | | | |
|--|------------|---|-----|---|-------------------------------|--------|---|-------------------------------------|
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 194 | D | \$ 546.4055 <u>(5)</u> | 9,771 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 297 | D | \$ 547.5376 <u>(6)</u> | 9,474 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 565 | D | \$ 548.5405 <u>(7)</u> | 8,909 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 325 | D | \$ 549.3742 <u>(8)</u> | 8,584 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 166 | D | \$ 550.6431 <u>(9)</u> | 8,418 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 51 | D | \$ 551.5671 <u>(10)</u> | 8,367 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 321 | D | \$ 552.6485 <u>(11)</u> | 8,046 | I | By Schmidt Ocean Institute |
| Class C Capital Stock <u>(1)</u> | 05/23/2014 | S | 114 | D | \$ 553.224 <u>(12)</u> | 7,932 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | S | 70 | D | \$ 554.6184 <u>(13)</u> | 10,506 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | S | 154 | D | \$ 555.5822 <u>(14)</u> | 10,352 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | S | 263 | D | \$ 556.4259 <u>(15)</u> | 10,089 | I | By Schmidt Ocean Institute |
| | 05/23/2014 | S | 257 | D | | 9,832 | I | |

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| | | | | | | | | | |
|----------------------------|------------|--|---|-----|------------------------|------------------------|-------|---|-------------------------------------|
| Class A Common Stock | | | | | \$ 557.6111 (16) | | | | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 314 | D | \$ 558.2979 (17) | 9,518 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 405 | D | \$ 559.6656 (18) | 9,113 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 394 | D | \$ 560.2909 (19) | 8,719 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 137 | D | \$ 561.6036 (20) | 8,582 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 87 | D | \$ 562.4128 (21) | 8,495 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 335 | D | \$ 563.6562 (22) | 8,160 | I | By Schmidt Ocean Institute |
| Class A Common Stock | 05/23/2014 | | S | 228 | D | \$ 564.3016 (23) | 7,932 | I | By Schmidt Ocean Institute |

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

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(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 | 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$550.01 to \$551.00, inclusive.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$551.01 to \$552.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$552.01 to \$553.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$553.01 to \$554.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$554.29 to \$555.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$555.01 to \$556.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$556.01 to \$557.00, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$557.01 to \$558.00, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$558.01 to \$559.00, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$559.01 to \$560.00, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$560.01 to \$561.00, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$561.01 to \$562.00, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$562.01 to \$563.00, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.08 to \$565.00, inclusive.

Remarks:

All of the transactions reported in this Form 4 were effected pursuant to Rule 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.

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