

Google Inc.
Form 4
June 05, 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 *
MATHER ANN

(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)
06/04/2014

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 (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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Google Stock Unit	02/25/2014		J ⁽¹⁾	V	14	D	\$ 0 234	D
Class A Common Stock ⁽²⁾	02/25/2014		J ⁽¹⁾	V	14	A	\$ 0 379	D
Class A Common Stock ⁽²⁾	02/25/2014		J ⁽¹⁾	V	9	A	\$ 0 388	D
Class A Google	02/25/2014		J ⁽¹⁾	V	9	D	\$ 0 331	D

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Stock Unit <u>(3)</u>								
Class A Common Stock <u>(2)</u>	02/25/2014	J ⁽¹⁾	V 12	A	\$ 0	400		D
Class A Google Stock Unit <u>(4)</u>	02/25/2014	J ⁽¹⁾	V 12	D	\$ 0	352		D
Class A Common Stock <u>(2)</u>	03/03/2014	J ⁽¹⁾	V 56	A	\$ 0	456		D
Class A Google Stock Unit <u>(5)</u>	03/03/2014	J ⁽¹⁾	V 56	D	\$ 0	169		D
Class A Google Stock Unit	03/25/2014	J ⁽¹⁾	V 14	D	\$ 0	220		D
Class A Common Stock <u>(2)</u>	03/25/2014	J ⁽¹⁾	V 14	A	\$ 0	470		D
Class A Common Stock <u>(2)</u>	03/25/2014	J ⁽¹⁾	V 8	A	\$ 0	478		D
Class A Google Stock Unit <u>(3)</u>	03/25/2014	J ⁽¹⁾	V 8	D	\$ 0	323		D
Class A Common Stock <u>(2)</u>	03/25/2014	J ⁽¹⁾	V 13	A	\$ 0	491		D
Class A Google Stock Unit <u>(4)</u>	03/25/2014	J ⁽¹⁾	V 13	D	\$ 0	339		D
Class A Google Stock Unit	04/25/2014	J ⁽¹⁾	V 14	D	\$ 0	206		D
Class A Common Stock <u>(2)</u>	04/25/2014	J ⁽¹⁾	V 14	A	\$ 0	505		D
Class A Common	04/25/2014	J ⁽¹⁾	V 12	A	\$ 0	517		D

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Stock ⁽²⁾							
Class A Google Stock Unit ⁽⁴⁾	04/25/2014	J ⁽¹⁾	V 12	D	\$ 0	327	D
Class A Common Stock ⁽²⁾	04/25/2014	J ⁽¹⁾	V 8	A	\$ 0	525	D
Class A Google Stock Unit ⁽³⁾	04/25/2014	J ⁽¹⁾	V 8	D	\$ 0	315	D
Class C Capital Stock ⁽⁶⁾	04/25/2014	J ⁽¹⁾	V 14	A	\$ 0	505	D
Class C Google Stock Unit ⁽⁷⁾	04/25/2014	J ⁽¹⁾	V 14	D	\$ 0	206	D
Class C Google Stock Unit ⁽⁷⁾	04/25/2014	J ⁽¹⁾	V 12	D	\$ 0	327	D
Class C Capital Stock ⁽⁶⁾	04/25/2014	J ⁽¹⁾	V 12	A	\$ 0	517	D
Class C Google Stock Unit ⁽⁷⁾	04/25/2014	J ⁽¹⁾	V 8	D	\$ 0	315	D
Class C Capital Stock ⁽⁶⁾	04/25/2014	J ⁽¹⁾	V 8	A	\$ 0	525	D
Class C Google Stock Unit ⁽⁸⁾	06/04/2014	A	643	A	\$ 0	643	D
Class A Common Stock						235	D
Class C Capital Stock ⁽⁶⁾						235	D
						113	D

Class C
 Google
 Stock Unit
(7)

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.

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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 (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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Class C Capital Stock ⁽⁹⁾	\$ 206.631					04/02/2014	12/01/2015	Class C Capital Stock	12,000
Option To Purchase Class A Common Stock ⁽¹⁰⁾	\$ 414.09					12/01/2005	12/01/2015	Class A Common Stock	12,000

Reporting Owners

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

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Ann
Mather

06/05/2014

__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.
- (2) Includes Class A Common Stocks issued upon vesting of GSUs that were previously reported as GSUs.
- (3) 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.
- (4) 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.
- (5) The GSUs vest as follows: 1/4th of the GSUs vests on the one-year grant date anniversary and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates.

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) 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.
- (7) 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 such vesting dates.

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"). This option was previously reported as an option for 12,000 shares of Class A Common Stock at an exercise price of
- (8) \$414.09 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 12,000 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$207.4591 and the portion of the option covering Class C Capital Stock has an exercise price of \$206.631 per share.
- (9) The option is a subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.
- (10)

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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