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Form 4
April 12, 2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2013

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

Chief Executive Officer

(Street)
MOUNTAIN VIEW, CA 94043

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

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	(A) or (D)	Price
Class A Common Stock ⁽¹⁾	04/10/2013		C		20,833	A	\$ 0
Class A Common Stock ⁽¹⁾	04/10/2013		S		500	D	\$ 776.28 ⁽²⁾
Class A Common Stock ⁽¹⁾	04/10/2013		S		200	D	\$ 777.43 ⁽³⁾
Class A Common	04/10/2013		S		388	D	\$ 104,745 778.8856

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Stock ⁽¹⁾					⁽⁴⁾		
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	561	D	⁽⁵⁾ 779.5078	104,184	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	607	D	⁽⁶⁾ 780.6934	103,577	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	870	D	⁽⁷⁾ 781.7226	102,707	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	400	D	⁽⁸⁾ 782.695	102,307	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	1,035	D	⁽⁹⁾ 783.803	101,272	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	602	D	⁽¹⁰⁾ 784.6384	100,670	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	1,400	D	⁽¹¹⁾ 786.8003	99,270	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	2,053	D	⁽¹²⁾ 787.7887	97,217	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	2,155	D	⁽¹³⁾ 788.6175	95,062	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	1,246	D	⁽¹⁴⁾ 789.9496	93,816	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	7,066	D	⁽¹⁵⁾ 790.7686	86,750	D
Class A					\$		
Common Stock ⁽¹⁾	04/10/2013	S	1,750	D	⁽¹⁶⁾ 791.511	85,000	D
Class A					\$		
Common Stock ⁽¹⁾	04/11/2013	C	20,835	A	\$ 0	105,835	D
Class A					\$		
Common Stock ⁽¹⁾	04/11/2013	S	920	D	⁽⁹⁾ 784.789	104,915	D

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Class A Common Stock ⁽¹⁾	04/11/2013	S	3,012	D	\$ 785.8588 <u>(17)</u>	101,903	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	3,717	D	\$ 786.7014 <u>(11)</u>	98,186	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	3,371	D	\$ 787.7786 <u>(12)</u>	94,815	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	3,282	D	\$ 788.7408 <u>(13)</u>	91,533	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	2,934	D	\$ 789.8806 <u>(14)</u>	88,599	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	2,073	D	\$ 790.7491 <u>(15)</u>	86,526	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	1,226	D	\$ 791.7155 <u>(16)</u>	85,300	D
Class A Common Stock ⁽¹⁾	04/11/2013	S	300	D	\$ 792.78 <u>(18)</u>	85,000	D

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

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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... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common	\$ 0	04/10/2013		C	20,833	<u>(19)</u>	<u>(20)</u>	Class A Common	20,833

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- (12) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$787.21 to \$788.20, inclusive.
- (13) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$788.21 to \$789.20, inclusive.
- (14) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$789.21 to \$790.20, inclusive.
- (15) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$790.21 to \$791.20, inclusive.
- (16) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$791.21 to \$792.20, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$785.21 to \$786.20, inclusive.
- (18) The sale price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$792.21 to \$793.20, inclusive.
- (19) All shares are exercisable as of the transaction date.
- (20) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the sales reported in this Form 4 were effected pursuant to a 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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