

Google Inc.
Form 4
February 20, 2015

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 *
Page Lawrence

(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)
02/18/2015

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)

Chief Executive Officer

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⁾	02/18/2015		C		16,666 A \$ 0	16,666	D
Class A Common Stock ⁽¹⁾	02/18/2015		S		411 D \$ 540.3851	16,255	D
Class A Common Stock ⁽¹⁾	02/18/2015		S		2,641 D \$ 541.3678	13,614	D
Class A Common	02/18/2015		S		1,837 D \$ 542.2149	11,777	D

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Stock ⁽¹⁾					⁽⁴⁾		
Class A					\$		
Common Stock ⁽¹⁾	02/18/2015	S	2,938	D	543.4889	8,839	D
					⁽⁵⁾		
Class A					\$		
Common Stock ⁽¹⁾	02/18/2015	S	3,890	D	544.2965	4,949	D
					⁽⁶⁾		
Class A					\$		
Common Stock ⁽¹⁾	02/18/2015	S	2,061	D	545.2476	2,888	D
					⁽⁷⁾		
Class A					\$		
Common Stock ⁽¹⁾	02/18/2015	S	2,176	D	546.2321	712	D
					⁽⁸⁾		
Class A					\$		
Common Stock ⁽¹⁾	02/18/2015	S	712	D	547.2549	0	D
					⁽⁹⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	1,337	D	538.4561	22,545,571	D
					⁽¹¹⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	2,816	D	539.1385	22,542,755	D
					⁽¹²⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	900	D	540.3611	22,541,855	D
					⁽¹³⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	3,781	D	541.4011	22,538,074	D
					⁽¹⁴⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	3,293	D	542.3686	22,534,781	D
					⁽¹⁵⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	2,681	D	543.4969	22,532,100	D
					⁽¹⁶⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	1,150	D	544.3939	22,530,950	D
					⁽¹⁷⁾		
Class C					\$		
Capital Stock ⁽¹⁰⁾	02/18/2015	S	708	D	545.2237	22,530,242	D
					⁽¹⁸⁾		

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

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- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$542.83 to \$543.82, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$543.83 to \$544.82, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$544.87 to \$545.86, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$545.92 to \$546.91, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$547.12 to \$548.11, inclusive.

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.
- (10)
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$537.74 to \$538.73, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$538.82 to \$539.81, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$539.83 to \$540.82, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$540.87 to \$541.86, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$541.90 to \$542.89, inclusive.
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$542.94 to \$543.93, inclusive.
- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$544.00 to \$544.99, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$545.34 to \$546.33, 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 transactions 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.

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.