

Drummond David C
Form 4
May 01, 2012

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 *
Drummond David C

(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)
05/01/2012

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)
SVP, Corporate Development

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 A Common Stock ⁽¹⁾	05/01/2012		S		\$ 600.4762	D	
					15,149		
Class A Common Stock ⁽¹⁾	05/01/2012		S		\$ 601.6038	D	
					9,270		
Class A Common Stock ⁽¹⁾	05/01/2012		S		\$ 602.1533	D	
					8,970		
Class A Common	05/01/2012		S		\$ 603.7667	D	
					3,170		

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Stock ⁽¹⁾					⁽⁵⁾				
Class A					\$				
Common Stock ⁽¹⁾	05/01/2012		S	400	D	604.0875	2,770	D	
Class A									
Common Stock ⁽¹⁾							2,090	I	By Spouse
Class A									
Common Stock							757	D	
Google Stock Unit ⁽⁷⁾							3,437	D	
Google Stock Unit ⁽⁸⁾							4,268	D	
Google Stock Unit ⁽⁹⁾							4,323	D	
Google Stock Unit ⁽¹⁰⁾							22,478	D	
Google Stock Unit ⁽¹¹⁾							13,424	D	

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 (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

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						Number of Shares
Class B Common Stock	\$ 0	<u>(12)</u>	<u>(13)</u>	Class A Common Stock		22,332
Option To Purchase Class A Common Stock	\$ 635.15	04/25/2016	04/04/2022	Class A Common Stock		44,955
Option To Purchase Class A Common Stock	\$ 635.15	04/25/2015	04/04/2022	Class A Common Stock		8,646
Option To Purchase Class A Common Stock	\$ 564.35	<u>(14)</u>	12/01/2020	Class A Common Stock		9,998
Option To Purchase Class A Common Stock	\$ 574.18	<u>(15)</u>	04/06/2021	Class A Common Stock		29,288
Option To Purchase Class A Common Stock	\$ 308.57	<u>(16)</u>	03/01/2017	Class A Common Stock		30,000
Option To Purchase Class A Common Stock	\$ 318.92	<u>(14)</u>	03/04/2019	Class A Common Stock		34,138

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Drummond David C
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

SVP, Corporate Development

Signatures

/s/ Valentina Margulis, attorney-in-fact for David C.
Drummond

05/01/2012

__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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$600.1914 to \$601, inclusive. The Reporting Person undertakes to provide to any securityholder 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 prices within the ranges set forth in footnotes (2) through (6) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$601.01 to \$602, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$602.01 to \$603, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$603.01 to \$604, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$604.01 to \$605, inclusive.
- (7) 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. The GSUs vest as follows: 1/4th of the GSUs vested on 12/1/2011 and 1/16th of GSUs vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (8) The GSUs vest as follows: 25% of GSUs shall vest 12 months after vesting commencement date (3/4/09) and 1/16th of shares shall vest each quarter thereafter, subject to the Reporting Person's continuing employment with Google on the applicable vesting dates.
- (9) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (10) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (11) The GSUs vest as follows: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (12) All shares are exercisable as of the transaction date.
- (13) There is no expiration date for Google Inc.'s Class B Common Stock.
- (14) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (15) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (16) The option is fully vested.

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.

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