

PICHETTE PATRICK
Form 4
September 10, 2012

FORM 4

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

OMB APPROVAL

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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 *
PICHETTE PATRICK

(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)
09/10/2012

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 & Chief Financial 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	09/10/2012		S		100 D \$ 708.75	1,864	D
Class A Common Stock	09/10/2012		S		100 D \$ 708.8	1,764	D
Class A Common Stock	09/10/2012		S		100 D \$ 708.83	1,664	D
Class A Common	09/10/2012		S		200 D \$ 708.85	1,464	D

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Stock							
Class A Common Stock	09/10/2012	S	100	D	\$ 708.87	1,364	D
Class A Common Stock	09/10/2012	S	100	D	\$ 709	1,264	D
Class A Common Stock	09/10/2012	S	100	D	\$ 709.08	1,164	D
Class A Common Stock	09/10/2012	S	200	D	\$ 709.1	964	D
Class A Common Stock	09/10/2012	S	100	D	\$ 709.11	864	D
Class A Common Stock	09/10/2012	S	215	D	\$ 709.12	649	D
Class A Common Stock	09/10/2012	S	384	D	\$ 709.13	265	D
Class A Common Stock	09/10/2012	S	65	D	\$ 709.18	200	D
Class A Common Stock	09/10/2012	S	38	D	\$ 709.345	162	D
Class A Common Stock	09/10/2012	S	62	D	\$ 709.345	100	D
Class A Common Stock	09/10/2012	S	100	D	\$ 709.4	0	D
Google Stock Unit <u>(1)</u>						11,248	D
Google Stock Unit <u>(2)</u>						4,268	D
Google Stock Unit <u>(3)</u>						4,323	D

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Google Stock Unit (4)	30,259	D
Google Stock Unit (5)	11,899	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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Purchase Class A Common Stock	\$ 318.92					(6) 03/04/2019		Class A Common Stock	9,957
Option To Purchase Class A Common Stock	\$ 574.18					(7) 04/06/2021		Class A Common Stock	24,407
Option To Purchase Class A Common Stock	\$ 308.57					(8) 08/06/2018		Class A Common Stock	2,779
	\$ 635.15					04/25/2015	04/04/2022		8,646

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The option provided for vesting as follows: 1/4th of the option vested on 3/4/2010 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

- (7) 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 until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (8) The option's vesting schedule is determined by adding 12 months to each vesting date under the canceled option's vesting schedule. In addition, the option will vest no sooner than September 9, 2009.
- (9) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th vest each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

Remarks:

Sale reported in this Form 4 was 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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