

Google Inc.
Form 4
April 09, 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 *
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)
04/07/2014

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)
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	(A) or (D)	Price
Class A Google Stock Unit (1)	04/07/2014		C(2)		145	D	\$ 0
Class A Common Stock	04/07/2014		C(2)		145	A	\$ 0
Class C Google Stock Unit (3) (4)	04/07/2014		F(5)		160	D	\$ 545.25
							6,262
							145
							6,247

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Class C Capital Stock <u>(6)</u>	04/07/2014	<u>C</u> (2)	145	A	\$ 0	21,477	D	
Class C Google Stock Unit <u>(3) (4)</u>	04/07/2014	<u>C</u> (2)	145	D	\$ 0	6,102	D	
Class C Google Stock Unit <u>(3) (4)</u>	04/07/2014	<u>F</u> (5)	160	D	\$ 543.14	5,942	D	
Class A Google Stock Unit <u>(7)</u>						938	D	
Class A Google Stock Unit <u>(8)</u>						4,323	D	
Class A Google Stock Unit <u>(9)</u>						22,478	D	
Class A Google Stock Unit <u>(10)</u>						1,072	D	
Class A Common Stock						2,090	I	By Spouse
Class C Google Stock Unit <u>(3) (11)</u>						938	D	
Class C Google Stock Unit <u>(3) (12)</u>						4,323	D	
Class C Google Stock Unit <u>(3) (13)</u>						22,478	D	
Class C Google Stock Unit						1,072	D	

(3) (14)

Class C
 Capital Stock (6) 2,090 I By Spouse

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. Price or Number of Shares (Instr. 3 and 4)
Class B Common Stock	\$ 0					(15) (16)	Class A Common Stock	21,332
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

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

04/09/2014

__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) 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 the GSU vests. 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.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
 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.
- (3) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the grant vested on the vesting start date (1/6/2012) and 1/48th of the grant vests each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (4) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
 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.
- (5) 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.
- (6) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (7) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (8) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (9) This grant vest as follows: 1/4th of the grant vested on 12/1/2011 and 1/16th of the vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (10) 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (11) 100% of the grant will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (12) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (13) All shares are exercisable as of the transaction date.
- (14) There is no expiration date for Google Inc.'s Class B Common Stock.

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.