

Tilghman Shirley M
 Form 4
 February 28, 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 *
 Tilghman Shirley M

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)
 02/15/2012

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

(Street)

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

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock	02/15/2012		G	V 164 D \$ 0	136	D	
Class A Common Stock ⁽¹⁾					4,549	D	
Google Stock Unit ⁽²⁾					559	D	
Google Stock Unit					577	D	

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(3)

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)
Option To Purchase Class A Common Stock	\$ 318.68			Code V (A) (D)	(4)	10/03/2015	Class A Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Tilghman Shirley M
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

X

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Shirley M. Tilghman

02/28/2012

__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) Includes Class A Common Stock resulting from vested Google Stock Units ("GSUs") grant of which was previously reported on Form 4s.
The Google Stock Units ("GSUs") entitle the reporting person to receive one share of the Google Inc.'s Class A common stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: (i) 1/4th of GSUs shall vest 12 months after vesting commencement date (which was November 3, 2010) and (ii) 1/16th each quarter thereafter, subject to continued service to Google Inc. on the applicable vesting date. The GSU is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan.
- (2) 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date (July 6, 2011) and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates.
- (3) Option is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.

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.