#### Edgar Filing: Arora Nikesh - Form 4

Arora Nikesh Form 4												
March 05, 20	1 /	red c	татес	SECUD	ITIES		ND EV	~ <b>Ц</b> А	NCEO	OMMISSION		PROVAL
	UNI	LED S	IAILS						NGEU	OMIMISSION	OMB Number:	3235-0287
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. F File Sectio inue.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Expires: January 20 Estimated average burden hours per response		
(Print or Type F	Responses)											
1. Name and A Arora Nikes		orting P	erson <u>*</u>	2. Issuer Symbol Google			Ticker or DG1	Tradiı	ıg	5. Relationship of Issuer		
(Last)	· · ·			Earliest Transaction					(Check all applicable)			
C/O GOOGLE INC., 1600 (Month/Da 03/01/20 AMPHITHEATRE PARKWAY				-					Director 10% Owner XOfficer (give title Other (specify below) below) SVP and Chief Business Officer			
MOUNTAI	(Street) N VIEW, C	A 9404	43	4. If Amer Filed(Mon			-	l		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Pe	rson
(City)	(State)	(2	Zip)	Tabl	e I - Nor	n-D	erivative	Secur	ities Aca	uired, Disposed of	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transactio (Month/Day/		Execution any	ned	3. Transac Code (Instr. 8	ctio 8)	4. Securi r(A) or Di (Instr. 3,	ties Ad spose 4 and (A) or	cquired d of (D)	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
Google					Code	V	Amount	(D)	Price	(Instr. 5 and 4)		
Stock Unit $(1)$	03/01/2013	3			C <u>(2)</u>		597	D	\$0	9,401	D	
Class A Common Stock	03/01/2013	3			C <u>(2)</u>		597	Α	\$ 0	1,039	D	
Google Stock Unit	03/01/2013	3			F <u>(3)</u>		653	D	\$ 801.2	8,748	D	
Google Stock Unit										1,695	D	

(4)		
Google Stock Unit	1,067	D
Google Stock Unit (6)	34,581	D
Google Stock Unit	13,831	D

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

Persons who respond to the collection of	SEC 1474
information contained in this form are not	(9-02)
required to respond unless the form	
displays a currently valid OMB control	
number.	

# 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. Transactio Code (Instr. 8)	5. onNumber 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. Pı Deri Sect (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	69,162	
Option To Purchase Class A Common Stock	\$ 564.35					<u>(8)</u>	12/01/2020	Class A Common Stock	39,990	
Option To	\$ 574.18					<u>(9)</u>	04/06/2021	Class A Common	39,050	

Purchase Class A Common Stock					Stock	
Option To Purchase Class A Common Stock	\$ 318.92		(10)	03/04/2019	Class A Common Stock	712

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043			SVP and Chief Business Officer				
Signatures							
/s/ Valentina Margulis, as attorney-in-f Arora	act for Ni	kesh	03/05/2013				
**Signature of Reporting Person			Date				
Evelopetion of Deeper							

### **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).
- 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: 1/4th of the GSUs vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (4) The GSUs vest as follows: 6,776 of the GSUs vested on 4/15/10 and 1/16th of the GSUs vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (5) The GSUs vest as follows: 4,267 of the GSUs vested on 3/4/10 and 1/16th of the GSUs vest each quarter thereafte, subject to continued employment with Google on the applicable vesting dates.
- (6) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (7) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (9) 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 continued employment with Google on the applicable vesting dates.
- (10) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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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.