Drummond David C Form 4 March 05, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Estimated average burden hours per 0.5 response...

Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Drummond David C			2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY			(Month/Day/Year) 03/04/2013	Director 10% Owner _X Officer (give title Other (specify below) SVP, Corporate Development		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MOUNTAIN VIEW, CA 94043			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities As	anired Disposed of or Reneficially Owner		

(City)	(State)	(Zip) Table	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock (1)	03/04/2013		C(2)	562	A	\$ 0	4,041	D	
Google Stock Unit	03/04/2013		C(2)	562	D	\$ 0	505	D	
Google Stock Unit	03/04/2013		F(4)	505	D	\$ 806.19	0	D	
Class A Common							2,090	I	By Spouse

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Stock (1)		
Google Stock Unit	2,188	D
Google Stock Unit (6)	4,323	D
Google Stock Unit	22,478	D
Google Stock Unit (8)	10,373	D

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

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SEC 1474

(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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					(9)	(10)	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	\$ 635.15					04/25/2015	04/04/2022	Class A Common	8,646

8. Properties Secution (Inst

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Purchase Class A Common Stock				Stock	
Option To Purchase Class A Common Stock	\$ 564.35	<u>(11)</u>	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common Stock	\$ 574.18	(12)	04/06/2021	Class A Common Stock	29,288
Option To Purchase Class A Common Stock	\$ 318.92	(11)	03/04/2019	Class A Common Stock	34,138

Reporting Owners

Reporting Owner Name / Address	Keiationsnips				
	Director	10% Owner	Officer	Other	

Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY

SVP, Corporate Development

MOUNTAIN VIEW, CA 94043

Signatures

/s/ Valentina Margulis, attorney-in-fact for David C.
Drummond
03/05/2013

**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) Vesting of GSUs grant of which was previously reported in Form 4.

(3) 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: 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.

Reporting Owners 3

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- (4) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (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) 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 Persons's continued employment with Google on the applicable vesting dates.
- (9) All shares are exercisable as of the transaction date.
- (10) There is no expiration date for Google Inc.'s Class B Common Stock.
- (11) 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.
- (12) 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.

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.