

Google Inc.
Form 4
March 26, 2013

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 *
SCHMIDT ERIC E

(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)
03/25/2013

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)
Executive Chairman of Board

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)	
				(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	03/25/2013		S	5	D \$ 806.96	158,440	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013		S	466	D \$ 807.6015 ⁽²⁾	157,974	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013		S	710	D \$ 808.4672 ⁽³⁾	157,264	I	By Family Foundation
Class A Common	03/25/2013		S	433	D \$ 809.4701	156,831	I	By Family Foundation

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Stock ⁽¹⁾					⁽⁴⁾			
Class A Common Stock ⁽¹⁾	03/25/2013	S	227	D	\$ 810.588 ⁽⁵⁾	156,604	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	194	D	\$ 811.5702 ⁽⁶⁾	156,410	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	349	D	\$ 812.2261 ⁽⁷⁾	156,061	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	26	D	\$ 813.7843 ⁽⁸⁾	156,035	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	55	D	\$ 814.5407 ⁽⁹⁾	155,980	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	225	D	\$ 815.5471 ⁽¹⁰⁾	155,755	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	235	D	\$ 816.3913 ⁽¹¹⁾	155,520	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	426	D	\$ 817.5467 ⁽¹²⁾	155,094	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	380	D	\$ 818.403 ⁽¹³⁾	154,714	I	By Family Foundation
Class A Common Stock ⁽¹⁾	03/25/2013	S	19	D	\$ 819.0589 ⁽¹⁴⁾	154,695	I	By Family Foundation
Class A Common Stock ⁽¹⁾						24,285	D	
Class A Common Stock ⁽¹⁾						0	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾						0	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾						0	I	By Trust

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- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$809.01 to \$810.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$810.01 to \$811.00, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$811.01 to \$812.00, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$812.01 to \$813.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$813.01 to \$814.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$814.01 to \$815.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$815.01 to \$816.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$816.01 to \$817.00, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$817.01 to \$818.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$818.01 to \$819.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$819.01 to \$820.00, inclusive.

Remarks:

This Form 4 is one of three Form 4s filed on March 26, 2013 for transactions effected by the Reporting Person on March 25, 2013.

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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