Google Inc. Form 4 July 02, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Brin Sergey**

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

Class A

Common

Stock (1) Class A

Common

(First) (Middle) Google Inc. [GOOG]

(Check all applicable)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY 3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director X_ Officer (give title _X__ 10% Owner _ Other (specify

07/02/2013

below)

Co-Founder

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

\$878.659

879.6129

86,982

77,261

D

D

(Street)

Filed(Month/Day/Year)

S

S

MOUNTAIN VIEW, CA 94043

07/02/2013

07/02/2013

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acquire	d, Disposed of, o	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. Transactic Code (Instr. 8)	4. SecuritionDisposed (Instr. 3, 4)	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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (1)	07/02/2013		C	83,334	A	\$ 0	91,754	D	
Class A Common Stock (1)	07/02/2013		S	800	D	\$ 877.51 (2)	90,954	D	

3,972

9,721

D

D

Edgar Filing: Google Inc. - Form 4

Stock (1)					<u>(4)</u>		
Class A Common Stock (1)	07/02/2013	S	3,866	D	\$ 880.4837 (5)	73,395	D
Class A Common Stock (1)	07/02/2013	S	8,512	D	\$ 881.5788 (6)	64,883	D
Class A Common Stock (1)	07/02/2013	S	9,839	D	\$ 882.669 (7)	55,044	D
Class A Common Stock (1)	07/02/2013	S	3,121	D	\$ 883.5339 (8)	51,923	D
Class A Common Stock (1)	07/02/2013	S	8,347	D	\$ 884.4555 <u>(9)</u>	43,576	D
Class A Common Stock (1)	07/02/2013	S	4,482	D	\$ 885.4529 (10)	39,094	D
Class A Common Stock (1)	07/02/2013	S	5,548	D	\$ 886.4539 (11)	33,546	D
Class A Common Stock (1)	07/02/2013	S	2,251	D	\$ 887.4247 (12)	31,295	D
Class A Common Stock (1)	07/02/2013	S	13,099	D	\$ 888.5931 (13)	18,196	D
Class A Common Stock (1)	07/02/2013	S	6,076	D	\$ 889.3066 (14)	12,120	D
Class A Common Stock (1)	07/02/2013	S	3,680	D	\$ 890.4546 (15)	8,440	D
Class A Common Stock (1)	07/02/2013	S	20	D	\$ 891	8,420	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 required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Google Inc. - Form 4

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)	Code	5. Number of ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ve Expiration Date s (Month/Day/Year) l (A) sed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	\$ 0	07/02/2013	C		83,334	<u>(16)</u>	<u>(17)</u>	Class A Common	83,334	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brin Sergey C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X	X	Co-Founder				

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Sergey Brin 07/02/2013

**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.
- The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$877.36 to \$877.76, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) through (15) to this Form 4.
- (3) These shares were sold in multiple transactions at prices ranging from \$878.12 to \$878.99, inclusive.
- (4) These shares were sold in multiple transactions at prices ranging from \$879.05 to \$879.99, inclusive.
- (5) These shares were sold in multiple transactions at prices ranging from \$880.07 to \$880.99, inclusive.
- (6) These shares were sold in multiple transactions at prices ranging from \$881.10 to \$881.99, inclusive.
- (7) These shares were sold in multiple transactions at prices ranging from \$882.04 to \$882.99, inclusive.
- (8) These shares were sold in multiple transactions at prices ranging from \$883.08 to \$883.98, inclusive.

Reporting Owners 3

Edgar Filing: Google Inc. - Form 4

- (9) These shares were sold in multiple transactions at prices ranging from \$884.02 to \$884.99, inclusive.
- (10) These shares were sold in multiple transactions at prices ranging from \$885.01 to \$885.99, inclusive.
- (11) These shares were sold in multiple transactions at prices ranging from \$886.00 to \$886.99, inclusive.
- (12) These shares were sold in multiple transactions at prices ranging from \$887.02 to \$887.94, inclusive.
- (13) These shares were sold in multiple transactions at prices ranging from \$888.15 to \$888.98, inclusive.
- (14) These shares were sold in multiple transactions at prices ranging from \$889.00 to \$889.69, inclusive.
- (15) These shares were sold in multiple transactions at prices ranging from \$890.07 to \$890.96, inclusive.
- (16) All shares are exercisable as of the transaction date.
- (17) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All trasactions reported in this Form 4 were effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person.

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.