Google Inc. Form 4 July 26, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SCHMIDT ERIC E Issuer Symbol Google Inc. [GOOG] (Check all applicable) (Middle) (First) 3. Date of Earliest Transaction (Last) (Month/Day/Year) _X_ Director 10% Owner Other (specify X_ Officer (give title C/O GOOGLE INC., 1600 07/25/2013 below) AMPHITHEATRE PARKWAY Executive Chairman of Board (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **MOUNTAIN VIEW, CA 94043** Person

(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. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			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)	07/25/2013		Code V	Amount 62,219	(D)	Price \$ 0	62,219	I	By Trust			
Class A Common Stock (1)	07/25/2013		S	2,908	D	\$ 886.6735 (2)	59,311	I	By Trust			
Class A Common Stock (1)	07/25/2013		S	9,431	D	\$ 887.5867 (3)	49,880	I	By Trust			
Class A Common	07/25/2013		S	6,891	D	\$ 888.5226	42,989	I	By Trust			

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January 31,

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Stock (1)					<u>(4)</u>			
Class A Common Stock (1)	07/25/2013	S	5,067	D	\$ 889.5787 (5)	37,922	I	By Trust
Class A Common Stock (1)	07/25/2013	S	6,957	D	\$ 890.5592 (6)	30,965	I	By Trust
Class A Common Stock (1)	07/25/2013	S	6,496	D	\$ 891.54 (7)	24,469	I	By Trust
Class A Common Stock (1)	07/25/2013	S	8,922	D	\$ 892.4125 (8)	15,547	I	By Trust
Class A Common Stock (1)	07/25/2013	S	5,753	D	\$ 893.6108 <u>(9)</u>	9,794	I	By Trust
Class A Common Stock (1)	07/25/2013	S	5,171	D	\$ 894.5958 (10)	4,623	I	By Trust
Class A Common Stock (1)	07/25/2013	S	4,547	D	\$ 895.3795 (11)	76	I	By Trust
Class A Common Stock (1)	07/25/2013	S	76	D	\$ 896.31 (12)	0	I	By Trust
Class A Common Stock (1)	07/25/2013	С	17,118	A	\$ 0	17,118	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	800	D	\$ 886.6735 (2)	16,318	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	2,595	D	\$ 887.5867 (3)	13,723	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	1,896	D	\$ 888.5226 (4)	11,827	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	1,394	D	\$ 889.5787 (5)	10,433	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	1,914	D	\$ 890.5592 (6)	8,519	I	By Limited Partnership II

Class A Common Stock (1)	07/25/2013	S	1,787	D	\$ 891.54 (13)	6,732	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	2,454	D	\$ 892.4125 (8)	4,278	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	1,583	D	\$ 893.6108 <u>(9)</u>	2,695	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	1,423	D	\$ 894.5958 (10)	1,272	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	1,251	D	\$ 895.3795 (11)	21	I	By Limited Partnership II
Class A Common Stock (1)	07/25/2013	S	21	D	\$ 896.31 (12)	0	I	By Limited Partnership II
Class A Common Stock (1)						27,002	D	
Google Stock Unit (14)						39,778	D	
Class A Common Stock (1)						98,000	I	By Family Foundation

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2.	3. Transaction Date	3A. Deemed	4.	5. Num	iber of	6. Date Exer	cisable and	7. Title and	l Amount of
Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities		
or Exercise		any	Code	Securit	ies	(Month/Day/	Year)	(Instr. 3 an	d 4)
Price of		(Month/Day/Year)	(Instr. 8)	Acquir	ed (A)				
Derivative				or Disp	osed of				
Security				(D)					
				(Instr. 3	3, 4,				
				and 5)					
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Conversion or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactionDerivation or Exercise any Code Securit Price of (Month/Day/Year) (Instr. 8) Acquir Derivative Security (D) (Instr. 3) and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Securities Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security (Instr. 3, 4, and 5)	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security (D) (Instr. 3, 4, and 5) Date Exercisable	Conversion (Month/Day/Year) Execution Date, if or Exercise any Code Securities (Month/Day/Year) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security (Month/Day/Year) (D) (Instr. 3, 4, and 5) Date Expiration Exercisable Date	Conversion (Month/Day/Year) Execution Date, if TransactionDerivative or Exercise any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) Derivative Security (D) (Instr. 3, 4, and 5) Date Expiration Date Underlying (Instr. 3 and 5) Date Expiration Exercisable Date Title

Class B Common Stock	\$ 0	07/25/2013	C	62,219	(15)	(16)	Class A Common Stock	62,219
Class B Common Stock	\$ 0	07/25/2013	С	17,118	(15)	(16)	Class A Common Stock	17,118
Class B Common Stock	\$ 0				(15)	<u>(16)</u>	Class A Common Stock	1,194,30
Option To Purchase Class A Common Stock	\$ 612				(17)	02/02/2021	Class A Common Stock	181,840
Class B Common Stock	\$ 0				(15)	(16)	Class A Common Stock	181,019

Reporting Owners

Reporting Owner Name / Address	Relationships							
coporting of the remarks	Director	10% Owner	Officer	Other				
SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW CA 94043	X		Executive Chairman of Board					

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E.
Schmidt
07/26/2013

**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 a weighted average price. These shares were sold in multiple transactions at prices ranging from \$886.15 to \$887.00, 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 (12) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$887.01 to \$888.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$888.01 to \$889.00, inclusive.

Reporting Owners 4

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$889.01 to \$890.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$890.01 to \$891.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$891.01 to \$892.00, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$892.01 to \$893.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$893.01 to \$894.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$894.01 to \$895.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$895.01 to \$896.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$896.01 to \$897.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$891.01 to \$892.00, inclusive.
- 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 shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (15) All shares are exercisable as of the transaction date.
- (16) There is no expiration date for the Issuer's Class B Common Stock.
- The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

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