Google Inc. Form 4 August 05, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

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January 31, 2005

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

may continue.

See Instruction

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

(Print or Type Responses)

1(b).

| 1. Name and Address of Reporting Person |  |
|---|--|
| SCHMIDT ERIC E                          |  |

2. Issuer Name **and** Ticker or Trading Symbol Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

Issuer

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Check all applicable)

Executive Chairman of Board

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY (Month/Day/Year)

(Month/Day/Year) 08/02/2013

\_X\_ Director \_\_\_\_\_ 10% Owner \_X\_ Officer (give title \_\_\_\_ Other (specify below)

ATRE PARKWAY

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Person

#### **MOUNTAIN VIEW, CA 94043**

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                            | Derivativ    | e Secu                       | ırities Acq     | uired, Disposed o  | of, or Benefici  | ially Owned   |
|--------------------------------------|---|---|--|--------------|------------------------------|-----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | (Instr. 3,   | ispose<br>4 and<br>(A)<br>or | d of (D)<br>5)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Google<br>Stock Unit                 | 08/02/2013                              |   | Code V  F(2)                           | Amount 2,966 | (D)                          | Price \$ 904.22 | 36,812   | D  |   |
| Google<br>Stock Unit                 | 08/02/2013                              |   | C(3)                                   | 2,717        | D                            | \$ 0            | 34,095   | D  |   |
| Class A Common Stock (4)             | 08/02/2013                              |   | C(3)                                   | 2,717        | A                            | \$ 0            | 29,719   | D  |   |
| Class A<br>Common                    |   |   |  |              |                              |                 | 83,700   | I  | By Family Foundation  |

#### Stock (4)

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |                     | ate                | 7. Title and 2. Underlying S (Instr. 3 and | Securities                       |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|--|----------------------------------|
|   |   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                                      | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | \$ 0  |   |   |                                       |   | <u>(5)</u>          | <u>(6)</u>         | Class A<br>Common<br>Stock                 | 1,194,309                        |
| Class B<br>Common<br>Stock                          | \$ 0  |   |   |                                       |   | <u>(5)</u>          | <u>(6)</u>         | Class A<br>Common<br>Stock                 | 174,982                          |
| Class B<br>Common<br>Stock                          | \$ 0  |   |   |                                       |   | (5)                 | <u>(6)</u>         | Class A<br>Common<br>Stock                 | 866,844                          |
| Class B<br>Common<br>Stock                          | \$ 0  |   |   |                                       |   | (5)                 | <u>(6)</u>         | Class A<br>Common<br>Stock                 | 3,368,623                        |
| Option To Purchase Class A Common Stock             | \$ 612  |   |   |                                       |   | <u>(7)</u>          | 02/02/2021         | Class A<br>Common<br>Stock                 | 181,840                          |

# **Reporting Owners**

| Reporting Owner Name / Address | retutionismps |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |

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SCHMIDT ERIC E
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Executive Chairman of Board

### **Signatures**

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

08/05/2013

\*\*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).

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

- (2) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (3) Vesting of Google Stock Units grant of which was previously reported in Form 4.
- (4) 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.
- (5) All shares are exercisable as of the transaction date.

the applicable vesting dates.

(6) 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 (7) shall vest each month thereafter until the option is fully vested, subject to 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.

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