

Google Inc.
Form 4
October 30, 2014

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 *
HENNESSY JOHN L

(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)
10/29/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class C Google Stock Unit <u>(1)</u>	10/27/2014		J ⁽²⁾	V	13	D	\$ 0 577
Class C Capital Stock <u>(3)</u>	10/27/2014		J ⁽²⁾	V	13	A	\$ 0 2,083
Class C Google Stock Unit <u>(4) (5)</u>	10/27/2014		J ⁽²⁾	V	14	D	\$ 0 124

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Class C Capital Stock <u>(3)</u>	10/27/2014	J ⁽²⁾	V	14	A	\$ 0	2,097	D	
Class C Google Stock Unit <u>(4)</u> <u>(6)</u>	10/27/2014	J ⁽²⁾	V	13	D	\$ 0	251	D	
Class C Capital Stock <u>(3)</u>	10/27/2014	J ⁽²⁾	V	13	A	\$ 0	2,110	D	
Class C Google Stock Unit <u>(4)</u> <u>(7)</u>	10/27/2014	J ⁽²⁾	V	8	D	\$ 0	265	D	
Class C Capital Stock <u>(3)</u>	10/27/2014	J ⁽²⁾	V	8	A	\$ 0	2,118	D	
Class A Google Stock Unit <u>(8)</u>	10/27/2014	J ⁽²⁾	V	8	D	\$ 0	265	D	
Class A Common Stock	10/27/2014	J ⁽²⁾	V	8	A	\$ 0	2,025	D	
Class A Google Stock Unit <u>(6)</u>	10/27/2014	J ⁽²⁾	V	13	D	\$ 0	251	D	
Class A Common Stock	10/27/2014	J ⁽²⁾	V	13	A	\$ 0	2,038	D	
Class A Google Stock Unit <u>(5)</u>	10/27/2014	J ⁽²⁾	V	14	D	\$ 0	124	D	
Class A Common Stock	10/27/2014	J ⁽²⁾	V	14	A	\$ 0	2,052	D	
Class C Capital Stock <u>(3)</u>	10/29/2014	S		200	D	\$ 550	1	I	By Trust
Class A Common Stock <u>(9)</u>							3,101	I	By Trust

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(4) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

- (5) The Google Stock Units ("GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class A Common Stock or Class C Capital Stock for each share underlying the GSU as the GSUs vest. The GSUs vest as follows: 1/48th of GSUs vested on July 25, 2011 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates.
- (6) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.
- (7) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of the month thereafter, subject to continued service on the Board on such vesting dates.
- (8) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (9) Includes Class A Common Stocks issued upon vesting of GSUs and Class A Common Stock issued upon the conversion of Class B Common Stock at the election of Reporting Person.

Remarks:

Sale transaction reported in this Form 4 was effected pursuant to a Rule 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.

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