

Google Inc.  
Form 4  
March 09, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
PICHETTE PATRICK

(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)  
03/06/2015

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)  
SVP & Chief Financial Officer

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) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                      |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock                 | 03/06/2015                           |  | M                              |   | 610   | A  | \$ 0 941  |
| Class A Common Stock                 | 03/06/2015                           |  | S                              |   | 610   | D  | \$ 582 331  |
| Class C Capital Stock <sup>(1)</sup> | 03/06/2015                           |  | M                              |   | 610   | A  | \$ 0 941  |
| Class C Capital                      | 03/06/2015                           |  | S                              |   | 610   | D  | \$ 574.88 331   |

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|  |        |   |                                 |
|--|--------|---|---------------------------------|
| Stock <sup>(1)</sup>                                     |        |   |                                 |
| Class A<br>Common<br>Stock                               | 5,245  | I | By The<br>Bay<br>Meadow<br>L.P. |
| Class C<br>Capital<br>Stock <sup>(1)</sup>               | 5,245  | I | By The<br>Bay<br>Meadow<br>L.P. |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(3)</u> | 30,259 | D |                                 |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(4)</u> | 3,051  | D |                                 |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(5)</u> | 4,323  | D |                                 |
| Class C<br>Google<br>Stock Unit<br><u>(6)</u>            | 70,788 | D |                                 |
| Class A<br>Google<br>Stock Unit<br><u>(5)</u>            | 4,323  | D |                                 |
| Class A<br>Google<br>Stock Unit<br><u>(7)</u> <u>(8)</u> | 30,259 | D |                                 |
| Class A<br>Google<br>Stock Unit<br><u>(9)</u>            | 3,051  | D |                                 |

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

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(9-02)

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

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| 1. Title of Derivative Security (Instr. 3)               | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option To Purchase Class A Common Stock <sup>(10)</sup>  | \$ 287.6642  | 03/06/2015                           |  | M                              | 610   | <u>(11)</u> 04/06/2021                                   | Class A Common Stock  | 610                           |
| Option to Purchase Class C Capital Stock <sup>(10)</sup> | \$ 286.5159  | 03/06/2015                           |  | M                              | 610   | <u>(11)</u> 04/06/2021                                   | Class C Capital Stock   | 610                           |
| Option to Purchase Class C Capital Stock <sup>(12)</sup> | \$ 316.9399  |                                      |  |                                |   | 04/25/2015 04/04/2022                                    | Class C Capital Stock   | 8,646                         |
| Option to Purchase Class C Capital Stock <sup>(13)</sup> | \$ 316.9399  |                                      |  |                                |   | 04/25/2016 04/04/2022                                    | Class C Capital Stock   | 60,517                        |
| Option To Purchase Class A Common Stock <sup>(12)</sup>  | \$ 318.2102  |                                      |  |                                |   | 04/25/2015 04/04/2022                                    | Class A Common Stock  | 8,646                         |
| Option To Purchase Class A Common Stock <sup>(13)</sup>  | \$ 318.2102  |                                      |  |                                |   | 04/25/2016 04/04/2022                                    | Class A Common Stock  | 60,517                        |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| PICHETTE PATRICK<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | SVP & Chief Financial Officer |       |

# Signatures

/s/ Valentina Margulis, as attorney-in-fact for Patrick Pichette 03/09/2015

\*\*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) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, 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.
  - (2) 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.
  - (3) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. 100% of the grant will vest on April 25, 2016.
  - (4) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the Class C GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
  - (5) 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
  - (6) 100% of GSUs will vest on April 25, 2018, subject to continued employment on such vesting date.
  - (7) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
  - (8) 100% of the grant will vest on April 25, 2016.
  - (9) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th vests each month thereafter until the units are fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
  - (10) 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"). This option was previously reported as an option for 12,204 shares of Class A Common Stock at an exercise price of \$574.18 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 12,204 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.
  - (11) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
  - (12)

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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"). This option was previously reported as an option for 8,646 shares of Class A Common Stock at an exercise price of \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 8,646 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

- (13) 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"). This option was previously reported as an option for 60,517 shares of Class A Common Stock at an exercise price of \$635.15 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 60,517 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.

### Remarks:

All transactions reported in this Form 4 were 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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