

GOOGLE INC.
Form 4
September 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Page Lawrence

(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)
09/22/2015

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)

Chief Executive 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 ⁽¹⁾	09/22/2015		C		16,666	A	\$ 0
Class A Common Stock ⁽¹⁾	09/22/2015		S		325	D	\$ 645.9077 ⁽²⁾
Class A Common Stock ⁽¹⁾	09/22/2015		S		1,402	D	\$ 646.922 ⁽³⁾
Class A Common	09/22/2015		S		1,181	D	\$ 88,758 647.9713

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Stock ⁽¹⁾					⁽⁴⁾		
Class A Common Stock ⁽¹⁾	09/22/2015	S	1,442	D	\$ <u>(5)</u> 649.1863	87,316	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	1,937	D	\$ <u>(6)</u> 650.0563	85,379	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	1,598	D	\$ <u>(7)</u> 651.1596	83,781	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	2,033	D	\$ <u>(8)</u> 652.1422	81,748	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	2,396	D	\$ <u>(9)</u> 653.276	79,352	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	500	D	\$ <u>(10)</u> 654.5472	78,852	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	1,949	D	\$ <u>(11)</u> 655.7157	76,903	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	1,803	D	\$ <u>(12)</u> 656.8468	75,100	D
Class A Common Stock ⁽¹⁾	09/22/2015	S	100	D	\$ <u>(13)</u> 657.26	75,000	D
Class C Capital Stock	09/22/2015	S	589	D	\$ <u>(14)</u> 616.3954	21,799,081	D
Class C Capital Stock	09/22/2015	S	1,609	D	\$ <u>(15)</u> 617.5711	21,797,472	D
Class C Capital Stock	09/22/2015	S	1,606	D	\$ <u>(16)</u> 618.6968	21,795,866	D
Class C Capital Stock	09/22/2015	S	2,846	D	\$ <u>(17)</u> 619.5951	21,793,020	D
Class C Capital Stock	09/22/2015	S	2,388	D	\$ <u>(18)</u> 620.6897	21,790,632	D

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Class C Capital Stock	09/22/2015	S	1,400	D	\$ 621.7895 (19)	21,789,232	D
Class C Capital Stock	09/22/2015	S	2,302	D	\$ 622.5503 (20)	21,786,930	D
Class C Capital Stock	09/22/2015	S	452	D	\$ 623.9286 (21)	21,786,478	D
Class C Capital Stock	09/22/2015	S	1,673	D	\$ 624.7661 (22)	21,784,805	D
Class C Capital Stock	09/22/2015	S	1,601	D	\$ 625.8276 (23)	21,783,204	D
Class C Capital Stock	09/22/2015	S	200	D	\$ 627.19 (24)	21,783,004	D

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 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. P... Deri... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	09/22/2015		C	16,666	(25)	(26)	Class A Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$619.17 to \$620.16, inclusive.
- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$620.20 to \$621.19, inclusive.
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$621.22 to \$622.20, inclusive.
- (20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$622.25 to \$623.24, inclusive.
- (21) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$623.30 to \$624.29, inclusive.
- (22) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$624.32 to \$625.31, inclusive.
- (23) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$625.44 to \$626.43, inclusive.
- (24) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$627.17 to \$628.16, inclusive.
- (25) All shares are exercisable as of the transaction date.
- (26) There is no expiration date for the Issuer's Class B Common Stock.

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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