

Google Inc.
Form 4
January 29, 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 *
SCHMIDT ERIC E

(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)
01/27/2014

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)
Executive Chairman of Board

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)
				(A) or (D)	Price		
Class A Common Stock ⁽¹⁾	01/27/2014		S	24	D \$ 1,113.4629 ⁽²⁾	134	I By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014		S	10	D \$ 1,114.5565 ⁽³⁾	124	I By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014		S	10	D \$ 1,115.305 ⁽⁴⁾	114	I By Limited Partnership I
Class A Common	01/27/2014		S	5	D \$ 1,116.51 ⁽⁵⁾	109	I By Limited Partnership I

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Stock ⁽¹⁾								
Class A Common Stock ⁽¹⁾	01/27/2014	S	10	D	\$ 1,117.5 ⁽⁶⁾	99	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	12	D	\$ 1,118.6286 ⁽⁷⁾	87	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	5	D	\$ 1,119.6533 ⁽⁸⁾	82	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	10	D	\$ 1,121.355 ⁽⁹⁾	72	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	2	D	\$ 1,122.36 ⁽¹⁰⁾	70	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	10	D	\$ 1,123.515 ⁽¹¹⁾	60	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	7	D	\$ 1,124.535 ⁽¹²⁾	53	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	51	D	\$ 1,125.6606 ⁽¹³⁾	2	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	2	D	\$ 1,126.42 ⁽¹⁴⁾	0	I	By Limited Partnership I
Class A Common Stock ⁽¹⁾	01/27/2014	S	48	D	\$ 1,100.6228	1,927	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	90	D	\$ 1,101.5135	1,837	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	71	D	\$ 1,102.5934	1,766	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	118	D	\$ 1,103.4034	1,648	I	By Limited Partnership II
Class A Common Stock ⁽¹⁾	01/27/2014	S	72	D	\$ 1,104.325	1,576	I	By Limited Partnership II

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Class A Common Stock <u>(1)</u>	01/27/2014	S	138	D	\$ 1,105.556	1,438	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	01/27/2014	S	132	D	\$ 1,106.488	1,306	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	01/27/2014	S	90	D	\$ 1,107.667	1,216	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	01/27/2014	S	95	D	\$ 1,108.3981	1,121	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	01/27/2014	S	168	D	\$ 1,109.5396	953	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	01/27/2014	S	132	D	\$ 1,110.6342	821	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	01/27/2014	S	203	D	\$ 1,111.5286	618	I	By Limited Partnership II
Class A Common Stock						20,390	I	By Schmidt Ocean Institute
Class A Common Stock						202,080	I	By Schmidt Science and Philanthropic 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)

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,124.01 to \$1,125.00, inclusive.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,125.01 to \$1,126.00, inclusive.
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,126.01 to \$1,126.42, inclusive.

Remarks:

All trades reported on this Form 4 were made in multiple transactions within \$1.00 of the weighted average prices stated in Co

All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Pe

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