

Google Inc.  
Form 4  
November 05, 2014

**FORM 4**

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

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

## OMB APPROVAL

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

(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)  
**11/03/2014**

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 Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                  |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price       |                                                                                               |                                                          |                                                       |
| Class C Capital Stock <u>(1)</u> | 10/01/2014                           |                                                    | G                              | V                                                                 | 2,023  | D          | \$ 0        | 47                                                                                            | D                                                        |                                                       |
| Class C Capital Stock <u>(1)</u> | 10/01/2014                           |                                                    | G                              | V                                                                 | 2,023  | A          | \$ 0        | 2,624                                                                                         | I                                                        | By Trust                                              |
| Class C Capital Stock <u>(1)</u> | 11/03/2014                           |                                                    | S                              |                                                                   | 600    | D          | \$ 555.0446 | 1,424                                                                                         | I                                                        | By Trust                                              |
| Class A Common                   |                                      |                                                    |                                |                                                                   |        |            |             | 2,052                                                                                         | D                                                        |                                                       |

Edgar Filing: Google Inc. - Form 4

|                            |       |   |          |  |
|----------------------------|-------|---|----------|--|
| Stock                      |       |   |          |  |
| Class A                    |       |   |          |  |
| Common                     | 3,101 | I | By Trust |  |
| Stock <u>(2)</u>           |       |   |          |  |
| Class C                    |       |   |          |  |
| Google                     | 265   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(3)</u> <u>(4)</u> |       |   |          |  |
| Class C                    |       |   |          |  |
| Google                     | 577   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(5)</u>            |       |   |          |  |
| Class C                    |       |   |          |  |
| Google                     | 124   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(4)</u> <u>(6)</u> |       |   |          |  |
| Class C                    |       |   |          |  |
| Google                     | 251   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(4)</u> <u>(7)</u> |       |   |          |  |
| Class A                    |       |   |          |  |
| Google                     | 265   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(8)</u>            |       |   |          |  |
| Class A                    |       |   |          |  |
| Google                     | 124   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(6)</u>            |       |   |          |  |
| Class A                    |       |   |          |  |
| Google                     | 251   | D |          |  |
| Stock                      |       |   |          |  |
| Unit <u>(7)</u>            |       |   |          |  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own |
|-----------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------|

# Edgar Filing: Google Inc. - Form 4

Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repor  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HENNESSY JOHN L  
C/O GOOGLE INC.  
1600 AMPHITHEATRE PARKWAY  
MOUNTAIN VIEW, CA 94043

X

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for John L.  
Hennessy

11/05/2014

\_\_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 and Class B 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 and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

(2) 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.

(3) 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.

(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) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

(6) 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.

(7) 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.

## Edgar Filing: Google Inc. - Form 4

- (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.

### Remarks:

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

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.