

Google Inc.  
Form 5  
February 12, 2015

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
**SCHMIDT ERIC E**

(Last) (First) (Middle)

**C/O GOOGLE INC., 1600  
AMPHITHEATRE PARKWAY**

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Google Inc. [GOOG]**

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
**12/31/2014**

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 Reporting

(check applicable line)

**MOUNTAIN VIEW, CA 94043**

(City) (State) (Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                     |                                      |                                                    |                                | Amount                                                            | (A) or (D) | Price |                                                                                            |                                                          |                                                       |
| Class A Common Stock <sup>(1)</sup> | 11/13/2014                           | Â                                                  | G                              | 27,450                                                            | D          | \$ 0  | 0                                                                                          | I                                                        | By Schmidt Investments LP Fund II                     |
| Class C Capital Stock               | 11/13/2014                           | Â                                                  | G                              | 27,450                                                            | D          | \$ 0  | 660,086                                                                                    | I                                                        | By Schmidt Investments LP Fund II                     |
| Class C Capital Stock               | 11/13/2014                           | Â                                                  | G                              | 17,885                                                            | D          | \$ 0  | 2,462,020                                                                                  | I                                                        | By The Schmidt Family                                 |

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|                                                          |            |   |   |        |   |      |           |   |                                                             |
|----------------------------------------------------------|------------|---|---|--------|---|------|-----------|---|-------------------------------------------------------------|
| Class A<br>Common<br>Stock <u>(1)</u>                    | 11/13/2014 | Â | G | 17,885 | D | \$ 0 | 0         | I | Living Trust<br>By The<br>Schmidt<br>Family<br>Living Trust |
| Class A<br>Common<br>Stock                               | Â          | Â | Â | Â      | Â | Â    | 49,306    | D | Â                                                           |
| Class C<br>Capital<br>Stock                              | Â          | Â | Â | Â      | Â | Â    | 1,243,615 | D | Â                                                           |
| Class C<br>Capital<br>Stock                              | Â          | Â | Â | Â      | Â | Â    | 148,182   | I | By Schmidt<br>Investments<br>LP                             |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(3)</u> | Â          | Â | Â | Â      | Â | Â    | 5,683     | D | Â                                                           |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(4)</u> | Â          | Â | Â | Â      | Â | Â    | 87,862    | D | Â                                                           |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(5)</u> | Â          | Â | Â | Â      | Â | Â    | 517       | D | Â                                                           |
| Class C<br>Google<br>Stock Unit<br><u>(2)</u> <u>(6)</u> | Â          | Â | Â | Â      | Â | Â    | 199       | D | Â                                                           |
| Class A<br>Google<br>Stock Unit<br><u>(7)</u>            | Â          | Â | Â | Â      | Â | Â    | 5,683     | D | Â                                                           |
| Class A<br>Google<br>Stock Unit<br><u>(8)</u>            | Â          | Â | Â | Â      | Â | Â    | 87,862    | D | Â                                                           |
| Class A<br>Google<br>Stock Unit<br><u>(9)</u>            | Â          | Â | Â | Â      | Â | Â    | 517       | D | Â                                                           |
| Class A<br>Google<br>Stock Unit                          | Â          | Â | Â | Â      | Â | Â    | 199       | D | Â                                                           |

(10)

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 2270  
(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.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------|
|                                                                  |                                                                       |                                         |                                                             |                                         | (A)                                                                                                                   | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                                       | \$ 0                                                                  | Â                                       | Â                                                           | Â                                       | Â                                                                                                                     | Â   | Â <u>(11)</u>                                                  | Â <u>(12)</u>      | Class A<br>Common<br>Stock                                          | 1,194,309                        |
| Class B<br>Common<br>Stock                                       | \$ 0                                                                  | Â                                       | Â                                                           | Â                                       | Â                                                                                                                     | Â   | Â <u>(11)</u>                                                  | Â <u>(12)</u>      | Class A<br>Common<br>Stock                                          | 148,182                          |
| Class B<br>Common<br>Stock                                       | \$ 0                                                                  | Â                                       | Â                                                           | Â                                       | Â                                                                                                                     | Â   | Â <u>(11)</u>                                                  | Â <u>(12)</u>      | Class A<br>Common<br>Stock                                          | 660,086                          |
| Class B<br>Common<br>Stock                                       | \$ 0                                                                  | Â                                       | Â                                                           | Â                                       | Â                                                                                                                     | Â   | Â <u>(11)</u>                                                  | Â <u>(12)</u>      | Class A<br>Common<br>Stock                                          | 2,462,020                        |
| Option to<br>Purchase<br>Class C<br>Capital<br>Stock <u>(13)</u> | \$ 305.388                                                            | Â                                       | Â                                                           | Â                                       | Â                                                                                                                     | Â   | Â <u>(14)</u>                                                  | 02/02/2021         | Class C<br>Capital<br>Stock                                         | 181,840                          |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock           | \$ 306.612                                                            | Â                                       | Â                                                           | Â                                       | Â                                                                                                                     | Â   | Â <u>(14)</u>                                                  | 02/02/2021         | Class A<br>Common<br>Stock                                          | 181,840                          |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |                               |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                           | Director      | 10% Owner | Officer                       | Other |
| SCHMIDT ERIC E<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | Â X           | Â         | Â Executive Chairman of Board | Â     |

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

02/12/2015

\_\_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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- 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.
- (2) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vest as follows: 1/4th of the grant vests 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (3) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (4) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining grant will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (5) This grant vests as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining shares will vest on October 2, 2013 and each month thereafter until the entire grant is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (6) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (7) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (8) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (9) The Google Stock Units ("GSUs") entitle 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. The GSUs vest as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) All shares are exercisable as of the transaction date.
- (11) There is no expiration date for the Issuer's Class B Common Stock.
- (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 181,840 shares of Class A Common Stock at an exercise price of \$612.00 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 181,840 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 \$306.612 and the portion of the option covering Class C Capital Stock has an exercise price of \$305.388 per share.

(13) The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.