

Google Inc.
Form 4
January 30, 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)	(A) or (D)	Price	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)
Class A Common Stock	01/27/2014		S	673	D	\$ 1,102.5934	200,101	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014		S	1,110	D	\$ 1,103.4034	198,991	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014		S	679	D	\$ 1,104.325	198,312	I	By Schmidt Science and Philanthropic Foundation

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Class A Common Stock	01/27/2014	S	1,301	D	\$ 1,105.556	197,011	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	1,245	D	\$ 1,106.488	195,766	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	849	D	\$ 1,107.667	194,917	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	900	D	\$ 1,108.3981	194,017	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	1,590	D	\$ 1,109.5396	192,427	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	1,250	D	\$ 1,110.6342	191,177	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	1,921	D	\$ 1,111.5286	189,256	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	574	D	\$ 1,112.3895	188,682	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	782	D	\$ 1,113.4629	187,900	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	342	D	\$ 1,114.5565	187,558	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	339	D	\$ 1,115.305	187,219	I	By Schmidt Science and Philanthropic Foundation
	01/27/2014	S	170	D	\$ 1,116.51	187,049	I	

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Class A Common Stock								By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	339	D	\$ 1,117.5	186,710	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	396	D	\$ 1,118.6286	186,314	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	455	D	\$ 1,100.6228	201,625	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	851	D	\$ 1,101.5135	200,774	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	170	D	\$ 1,119.6533	186,144	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	339	D	\$ 1,121.355	185,805	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	57	D	\$ 1,122.36	185,748	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	339	D	\$ 1,123.515	185,409	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock	01/27/2014	S	226	D	\$ 1,124.535	185,183	I	By Schmidt Science and Philanthropic Foundation
Class A Common Stock ⁽¹⁾						36,825	D	
Class A Common						48,244	I	By The Schmidt

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Stock				Family Foundation
Class A Common Stock		18,508	I	By Schmidt Ocean Institute
Google Stock Unit ⁽²⁾		28,413	D	
Google Stock Unit ⁽³⁾		2,584	D	
Google Stock Unit ⁽⁴⁾		1,293	D	

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, 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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	153,782
Class B Common Stock	\$ 0					<u>(5)</u>	<u>(6)</u>	Class A Common Stock	706,961
	\$ 0					<u>(5)</u>	<u>(6)</u>		2,538,750

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