

Google Inc.  
Form 4  
February 07, 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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Arora Nikesh

(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)  
02/06/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP and Chief Business Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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            | 02/06/2014                           |                                                    | M                              |                                                                   | 813    | A \$ 0                                                                                        | 1,020                                                    | D                                                     |
| Class A Common Stock            | 02/06/2014                           |                                                    | S                              |                                                                   | 813    | D \$ 1,150.1                                                                                  | 207                                                      | D                                                     |
| Google Stock Unit <u>(1)</u>    | 02/06/2014                           |                                                    | <u>F</u> <sup>(2)</sup>        |                                                                   | 213    | D \$ 1,143.2                                                                                  | 9,144                                                    | D                                                     |
| Class A Common                  | 02/06/2014                           |                                                    | <u>C</u> <sup>(3)</sup>        |                                                                   | 194    | A \$ 0                                                                                        | 401                                                      | D                                                     |

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Stock

Google

Stock Unit 02/06/2014

C<sup>(3)</sup>

194

D

\$ 0

8,950

D

(1)

Google

Stock Unit

4,999

D

(4)

Google

Stock Unit

34,581

D

(5)

Google

Stock Unit

1,463

D

(6)

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<br>Security | 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<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>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) | 8. Amount<br>or<br>Number<br>of Shares |
|--------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 574.18                                                          | 02/06/2014                              |                                                             | M                                    | 813                                                                                                                | <u>(7)</u> 04/06/2021                                          | Class A<br>Common<br>Stock                                          | 813                                    |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 635.15                                                          |                                         |                                                             |                                      |                                                                                                                    | 04/25/2016 04/04/2022                                          | Class A<br>Common<br>Stock                                          | 69,162                                 |

|                                                        |           |     |            |                            |       |
|--------------------------------------------------------|-----------|-----|------------|----------------------------|-------|
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock | \$ 564.35 | (8) | 12/01/2020 | Class A<br>Common<br>Stock | 9,991 |
|--------------------------------------------------------|-----------|-----|------------|----------------------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                                |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer                        | Other |
| Arora Nikesh<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | SVP and Chief Business Officer |       |

## Signatures

|                                                                 |            |
|-----------------------------------------------------------------|------------|
| /s/ Valentina Margulis, as attorney-in-fact for Nikesh<br>Arora | 02/07/2014 |
|-----------------------------------------------------------------|------------|

\_\_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).
- The Google Stock Units (GSUs) entitle the reporting person to receive one share of Google Inc.'s Class A Common Stock for each share
- (1) underlying the GSU as the GSU vests. The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
  - (2) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
  - (3) Vesting of GSUs grant of which was previously reported in Form 4.
  - (4) The GSUs vest as follows: 1/4th of the GSUs vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
  - (5) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
  - (6) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
  - (7) The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
  - (8) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.

### Remarks:

All of the sales 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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