Google Inc. Form 4 May 07, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 30(h) of the Investment Company Act of 1940 See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

**SECURITIES** 

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Drummond David C

(First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

05/06/2014

Google Inc. [GOOG]

(Month/Day/Year)

3. Date of Earliest Transaction

Symbol

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

SVP, Corporate Development

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

**MOUNTAIN VIEW, CA 94043** 

(Ctata)

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	sposed 4 and (A) or	d of (D) 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)
Class A Google Stock Unit	05/06/2014		Code V $C_{\underline{(3)}}$	Amount 145	(D)	Price	5,957	D	
Class A Common Stock (4)	05/06/2014		C(3)	145	A	\$ 0	145	D	
Class A Google Stock Unit	05/06/2014		F(5)	160	D	\$ 535.33	5,797	D	

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Class C Capital Stock (6)	05/06/2014	C(3)	145	A	\$ 0	21,477	D	
Class C Google Stock Unit	05/06/2014	C(3)	145	D	\$ 0	5,957	D	
Class C Google Stock Unit	05/06/2014	F(5)	160	D	\$ 527.81	5,797	D	
Class A Google Stock Unit						938	D	
Class A Google Stock Unit						4,323	D	
Class A Google Stock Unit						22,478	D	
Class A Google Stock Unit						1,072	D	
Class A Common Stock (4)						2,090	I	By Spouse
Class C Capital Stock (6)						2,090	I	By Spouse
Class C Google Stock Unit						938	D	
Class C Google Stock Unit						4,323	D	
Class C Google Stock Unit						22,478	D	

Class C Google Stock Unit

1,072 D

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)

8. Properties Security (Institute)

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. Transactic Code (Instr. 8)	5. onNumber 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	\$ 0					(12)	(13)	Class A Common Stock	21,332	
Option to Purchase Class C Capital Stock (14)	\$ 316.9399					04/25/2016	04/04/2022	Class C Capital Stock	44,955	
Option to Purchase Class C Capital Stock (15)	\$ 316.9339					04/25/2015	04/04/2022	Class C Capital Stock	8,646	
Option to Purchase Class C Capital Stock (16)	\$ 153.9765					<u>(17)</u>	03/01/2017	Class C Capital Stock	30,000	
Option to Purchase Class C	\$ 281.6107					(19)	12/01/2020	Class C Capital Stock	9,998	

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Capital Stock (18)					
Option to Purchase Class C Capital Stock (20)	\$ 286.5159	(21)	04/06/2021	Class C Capital Stock	29,288
Option to Purchase Class C Capital Stock (22)	\$ 159.1411	(19)	03/04/2019	Class C Capital Stock	34,138
Option To Purchase Class A Common Stock (14)	\$ 318.2102	04/25/2016	04/04/2022	Class A Common Stock	44,955
Option To Purchase Class A Common Stock (15)	\$ 318.2102	04/25/2015	04/04/2022	Class A Common Stock	8,646
Option To Purchase Class A Common Stock	\$ 159.779	(19)	03/04/2019	Class A Common Stock	34,138
Option To Purchase Class A Common Stock (18)	\$ 282.7394	(19)	12/01/2020	Class A Common Stock	9,998
Option To Purchase Class A Common Stock (20)	\$ 287.6642	(21)	04/06/2021	Class A Common Stock	29,288
Option To Purchase Class A Common	\$ 154.5936	(17)	03/01/2017	Class A Common Stock	30,000

Stock (16)

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Drummond David C C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP, Corporate Development

Other

# **Signatures**

/s/ Valentina Margulis, attorney-in-fact for David C. Drummond

05/07/2014

\*\*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).
  - 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.
- 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: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.
- (3) Vesting of GSUs grant of which was previously reported in Form 4.
- (4) 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.
- (5) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- 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.
- The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common

  Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the grant vested on the vesting start date (1/6/2012) and 1/48th of the grant vests each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.
- (8) This grant vest as follows: 1/4th of the grant vested on 12/1/2011 and 1/16th of the vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
- (9) 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (10) 100% of the grant will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (11) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (12) All shares are exercisable as of the transaction date.
- (13) There is no expiration date for Google Inc.'s Class B Common Stock.

Reporting Owners 5

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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 44,955 shares of Class A Common Stock at an exercise price of
- (14) \$635.15 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 44,955 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 \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.
  - 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 8,646 shares of Class A Common Stock at an exercise price of
- (15) \$635.15 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 8,646 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 \$318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of \$316.9399 per share.
  - 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 30,000 shares of Class A Common Stock at an exercise price of
- (16) \$308.57 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 30,000 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 \$154.5936 and the portion of the option covering Class C Capital Stock has an exercise price of \$153.9765 per share.
- (17) The option is fully vested.
  - 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 9,998 shares of Class A Common Stock at an exercise price of
- (18) \$564.35 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 9,998 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 \$282.7394 and the portion of the option covering Class C Capital Stock has an exercise price of \$281.6107 per share.
- (19) The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
  - 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 29,288 shares of Class A Common Stock at an exercise price of
- (20) \$574.18 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 29,288 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 \$287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of \$286.5159 per share.
- (21) 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, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.
  - 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 34,138 shares of Class A Common Stock at an exercise price of
- (22) \$318.92 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 34,138 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 \$159.779 and the portion of the option covering Class C Capital Stock has an exercise price of \$159.1411 per share.

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.