

Google Inc.
Form 4
May 15, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOERR L JOHN

(Last) (First) (Middle)

**C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD**

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2014

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 A Google Stock Unit ⁽¹⁾ | 04/25/2014 | | J ⁽²⁾ | V | 14 | D | \$ 0 |
| Class A Common Stock | 04/25/2014 | | J ⁽²⁾ | V | 14 | A | \$ 0 |
| Class C Capital Stock ⁽³⁾ | 04/25/2014 | | J ⁽²⁾ | V | 14 | A | \$ 0 |

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| | | | | | | | | | |
|--|------------|------------------|---|-------|---|-------------------------------|-----------|---|------------------------------|
| Class C Google Stock Unit <u>(4)</u> <u>(5)</u> | 04/25/2014 | J ⁽²⁾ | V | 14 | D | \$ 0 | 206 | D | |
| Class A Google Stock Unit <u>(6)</u> | 04/25/2014 | J ⁽²⁾ | V | 12 | D | \$ 0 | 327 | D | |
| Class A Common Stock | 04/25/2014 | J ⁽²⁾ | V | 12 | A | \$ 0 | 2,583 | D | |
| Class C Capital Stock <u>(3)</u> | 04/25/2014 | J ⁽²⁾ | V | 12 | A | \$ 0 | 2,583 | D | |
| Class C Google Stock Unit <u>(4)</u> <u>(6)</u> | 04/25/2014 | J ⁽²⁾ | V | 12 | D | \$ 0 | 327 | D | |
| Class C Capital Stock <u>(3)</u> | 05/08/2014 | S | | 600 | D | \$ 524.3976 <u>(7)</u> | 1,108,975 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 700 | D | \$ 518.1618 <u>(8)</u> | 1,108,275 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 1,039 | D | \$ 519.3405 <u>(9)</u> | 1,107,236 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 2,750 | D | \$ 520.2624 <u>(10)</u> | 1,104,486 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 2,205 | D | \$ 521.0335 <u>(11)</u> | 1,102,281 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 404 | D | \$ 522.2285 <u>(12)</u> | 1,101,877 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 300 | D | \$ 523.4733 <u>(13)</u> | 1,101,577 | I | Vallejo Ventures Trust |
| Class C Capital Stock <u>(3)</u> | 05/15/2014 | S | | 600 | D | \$ 524.3976 <u>(14)</u> | 1,100,977 | I | Vallejo Ventures Trust |
| Class C Capital | 05/15/2014 | S | | 4 | D | \$ 524.1 | 1,100,973 | I | Vallejo Ventures |

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| Stock ⁽³⁾ | | | | | | | | Trust |
|--|------------|------------------|-----|---|------|---------|---|--|
| Class A Google Stock Unit ⁽¹⁵⁾ | 04/25/2014 | J ⁽²⁾ | V 8 | D | \$ 0 | 315 | D | |
| Class A Common Stock | 04/25/2014 | J ⁽²⁾ | V 8 | A | \$ 0 | 2,591 | D | |
| Class C Google Stock Unit ⁽⁴⁾ ⁽¹⁶⁾ | 04/25/2014 | J ⁽²⁾ | V 8 | D | \$ 0 | 315 | D | |
| Class C Capital Stock ⁽³⁾ | 04/25/2014 | J ⁽²⁾ | V 8 | A | \$ 0 | 2,591 | D | |
| Class C Google Stock Unit ⁽⁴⁾ | | | | | | 46 | D | |
| Class C Capital Stock ⁽³⁾ | | | | | | 118,653 | I | The Benificus Foundation |
| Class C Capital Stock ⁽³⁾ | | | | | | 18,656 | I | The Hampton 1999 Trust |
| Class A Google Stock Unit | | | | | | 46 | D | |
| Class A Common Stock | | | | | | 118,653 | I | The Benificus Foundation |
| Class A Common Stock | | | | | | 18,656 | I | L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99 |
| Class C Capital Stock ⁽³⁾ | | | | | | 18,656 | I | The Austin 1999 Trust |
| Class A Common Stock | | | | | | 18,656 | I | L. John Doerr Ttee The Hampton |

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

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(9-02)

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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Class B Common Stock | \$ 0 | | | | | (17) (18) | Class A Common Stock | 1,117,447 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOERR L JOHN
C/O KLEINER PERKINS CAUFIELD & BYERS
2750 SAND HILL ROAD
MENLO PARK, CA 94025

X

Signatures

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

05/15/2014

__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) The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.

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- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- 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.
- (3) 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.
- (4) The GSUs vest as follows: 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (5) 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.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$524.04 to \$525.03. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (7) through (14) to this Form 4.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$517.70 to \$518.69, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$518.73 to \$519.72.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$519.79 to \$520.78.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$520.89 to \$521.88.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$521.90 to \$522.89.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$522.95 to \$523.94.
- (13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$524.04 to \$525.03.
- (14) 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 employment on such vesting dates.
- (15) 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.
- (16) There is no exercisable date for the Issuer's Class B Common Stock.
- (17) There is no expiration date for the Issuer's Class B Common Stock.
- (18)

Remarks:

All of the sale transactions 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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