

Google Inc.
Form 4
December 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)
12/29/2014

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) | 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 ⁽¹⁾ | 12/29/2014 | | C | 9,395 A | \$ 0 27,280 | I | By The Schmidt Family Living Trust |
| Class C Capital Stock | 12/29/2014 | | G V | 9,395 D | \$ 0 2,479,905 | I | By The Schmidt Family Living Trust |
| Class A Common Stock ⁽¹⁾ | 12/29/2014 | | G V | 9,395 D | \$ 0 17,885 | I | By The Schmidt Family Living Trust |

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| | | | |
|---|-----------|---|---|
| Class C Capital Stock | 1,243,615 | D | |
| Class C Capital Stock | 148,182 | I | By Schmidt Investments LP |
| Class C Capital Stock | 687,536 | I | By Schmidt Investments LP Fund II |
| Class A Common Stock <u>(1)</u> | 49,306 | D | |
| Class A Common Stock <u>(1)</u> | 27,450 | I | By Schmidt Investments LP Fund II |
| Class C Google Stock Unit <u>(2) (3)</u> | 5,683 | D | |
| Class C Google Stock Unit <u>(2) (4)</u> | 87,862 | D | |
| Class C Google Stock Unit <u>(2) (5)</u> | 517 | D | |
| Class C Google Stock Unit <u>(2) (6)</u> | 199 | D | |
| Class A Google Stock Unit <u>(7)</u> | 5,683 | D | |
| Class A Google Stock Unit <u>(8)</u> | 87,862 | D | |
| Class A Google Stock Unit <u>(9)</u> | 517 | D | |
| Class A Google | 199 | D | |

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Stock Unit
(10)

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) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | \$ 0 | 12/29/2014 | | C | 9,395 | (11) | (12) | Class A Common Stock | 9,395 |
| Class B Common Stock | \$ 0 | | | | | (11) | (12) | Class A Common Stock | 1,194,309 |
| Class B Common Stock | \$ 0 | | | | | (11) | (12) | Class A Common Stock | 148,182 |
| Class B Common Stock | \$ 0 | | | | | (11) | (12) | Class A Common Stock | 660,086 |
| Option to Purchase Class C Capital Stock (13) | \$ 305.388 | | | | | (14) | 02/02/2021 | Class C Capital Stock | 181,840 |
| Option To Purchase Class A Common Stock | \$ 306.612 | | | | | (14) | 02/02/2021 | Class A Common Stock | 181,840 |

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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.

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.

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