

Google Inc.  
Form 4  
July 02, 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 \*  
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)  
07/02/2014

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)	
			Code	V	Amount	(D)	Price	
Class C Capital Stock	07/02/2014		C <sup>(1)</sup>	47	A	\$ 0	1,237,453	D
Class C Google Stock Unit <sup>(2)</sup> <sup>(3)</sup>	07/02/2014		C <sup>(1)</sup>	47	D	\$ 0	749	D
Class C Google Stock Unit <sup>(2)</sup> <sup>(3)</sup>	07/02/2014		F <sup>(4)</sup>	52	D	\$ 562	697	D

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Class A Google Stock Unit <u>(5)</u>	07/02/2014	<u>C</u> <sup>(1)</sup>	47	D	\$ 0	749	D	
Class A Common Stock <u>(6)</u>	07/02/2014	<u>C</u> <sup>(1)</sup>	47	A	\$ 0	43,144	D	
Class A Google Stock Unit <u>(5)</u>	07/02/2014	<u>F</u> <sup>(4)</sup>	52	D	\$ 591.49	697	D	
Class C Capital Stock						13,784	I	By The Schmidt Family Foundation
Class C Capital Stock						149,782	I	By Schmidt Investments LP
Class C Capital Stock						693,086	I	By Schmidt Investments LP Fund II
Class C Capital Stock						5,288	I	By Schmidt Ocean Institute
Class C Capital Stock						52,408	I	By Schmidt Science and Philanthropic Foundation
Class C Capital Stock						2,503,750	I	By The Schmidt Family Living Trust
Class C Google Stock Unit <u>(2)</u> <u>(7)</u>						17,048	D	
Class C Google Stock Unit <u>(2)</u> <u>(8)</u>						87,862	D	
Class C Google Stock Unit <u>(2)</u> <u>(9)</u>						1,550	D	
						17,048	D	

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Class A Google Stock Unit <sup>(10)</sup>							
Class A Google Stock Unit <sup>(11)</sup>		87,862		D			
Class A Google Stock Unit <sup>(12)</sup>		1,550		D			
Class A Common Stock		13,784		I			By The Schmidt Family Foundation
Class A Common Stock		5,288		I			By Schmidt Ocean Institute
Class A Common Stock		52,408		I			By Schmidt Science and Philanthropic Foundation

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.**

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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. De Se (In
				Code	V (A) (D)	Date Exercisable	Title	Amount or Number of Shares
Class B Common	\$ 0					<sup>(13)</sup>	Class A Common	1,194,309
						<sup>(14)</sup>		



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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: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining GSUs will vest on October 2, 2013 and each month thereafter until the GSUs are fully vested, subject to continued employment with Google on the applicable vesting dates.

- (6) 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.
- (7) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vest as follows: 1/4th of the grant vests 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (8) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (9) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining grant will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (10) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (11) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
- (12) The GSUs vest as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining GSUs will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.
- (13) All shares are exercisable as of the transaction date.
- (14) There is no expiration date for the Issuer's Class B Common Stock.
- (15) 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.

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.