Brin Sergey Form 4 April 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * **Brin Sergey**

(First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 04/02/2013

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ 10% Owner _X__ Director X_ Officer (give title _ Other (specify below)

Co-Founder

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

(City)	(State)	(Zip) Tal	ole I - Non	n-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)	Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Class A Common Stock (1)	04/02/2013		Code V	Amount 83,334	(D)	Price \$ 0	91,754	D				
Class A Common Stock (1)	04/02/2013		S	3,487	D	\$ 804.7664 (2)	88,267	D				
Class A Common Stock (1)	04/02/2013		S	14,076	D	\$ 805.4896 (3)	74,191	D				
Class A Common	04/02/2013		S	4,947	D	\$ 806.4897	69,244	D				

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Stock (1)					(4)		
Class A Common Stock (1)	04/02/2013	S	5,877	D	\$ 807.5639 (5)	63,367	D
Class A Common Stock (1)	04/02/2013	S	2,900	D	\$ 808.4766 <u>(6)</u>	60,467	D
Class A Common Stock (1)	04/02/2013	S	2,859	D	\$ 809.5803	57,608	D
Class A Common Stock (1)	04/02/2013	S	6,274	D	\$ 810.4531 (8)	51,334	D
Class A Common Stock (1)	04/02/2013	S	11,446	D	\$ 811.5334 (9)	39,888	D
Class A Common Stock (1)	04/02/2013	S	17,132	D	\$ 812.5766 (10)	22,756	D
Class A Common Stock (1)	04/02/2013	S	10,546	D	\$ 813.439 (11)	12,210	D
Class A Common Stock (1)	04/02/2013	S	3,790	D	\$ 814.5565 (12)	8,420	D

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

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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	2.	3. Transaction Date	3A. Deemed	4. 5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)	•			
	Derivative				or Disposed of				
	Security				(D)				
	•				(Instr. 3, 4,				
					and 5)				
					,				
									Amount
						Date	Expiration	Title	or
						Exercisable Date	Numbe	Number	
				Code V	(A) (D)				of Shares

8. P Der Sec (Ins

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 Class B
 Class A

 Common \$0 04/02/2013
 C 83,334 (13) (13) (14) Common 83,334

 Stock
 Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Brin Sergey
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

Relationships

X
X
Co-Founder

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Sergey Brin

04/03/2013

**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) 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$804.32 to \$804.97, inclusive. 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 (2) through (12) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$805.04 to \$805.96, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$806.00 to \$806.99, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$807.00 to \$807.99, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$808.00 to \$808.99, inclusive.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$809.00 to \$809.99, inclusive.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$810.00 to \$810.99, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$811.00 to \$811.99, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$812.00 to \$812.99, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$813.00 to \$813.99, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$814.00 to \$814.99, inclusive.

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- (13) All shares are exercisable as of the transaction date.
- (14) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All transactions reported in this Form 4 were effected pursuant to a 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. 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.