

Google Inc.
Form 4
February 18, 2014

FORM 4

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

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

OMB APPROVAL

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(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)
02/11/2014

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 Common Stock ⁽¹⁾	02/11/2014		C		11,774	A	\$ 0	11,774	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014		S		1,320	D	\$ 1,200.0875 ⁽²⁾	10,454	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014		S		7,506	D	\$ 1,201.5032 ⁽³⁾	2,948	I	Vallejo Ventures Trust
Class A	02/18/2014		S		200	D	\$ 1,204.125	2,748	I	Vallejo

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Common Stock ⁽¹⁾					⁽⁴⁾			Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014	S	100	D	\$ 1,205.04	2,648	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014	S	200	D	\$ 1,207.025 ⁽⁵⁾	2,448	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014	S	300	D	\$ 1,208.08 ⁽⁶⁾	2,148	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014	S	637	D	\$ 1,209.0551 ⁽⁷⁾	1,511	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014	S	409	D	\$ 1,210.5218 ⁽⁸⁾	1,102	I	Vallejo Ventures Trust
Class A Common Stock ⁽¹⁾	02/18/2014	S	1,102	D	\$ 1,211.3781 ⁽⁹⁾	0	I	Vallejo Ventures Trust
Class A Common Stock						120,735	I	The Benificus Foundation
Class A Common Stock						2,442	D	
Class A Common Stock						18,656	I	L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99
Class A Common Stock						18,656	I	L. John Doerr Ttee The Hampton 1999 Trust dtd 5/25/99
Google Stock Unit ⁽¹⁰⁾						91	D	
Google Stock Unit ⁽¹¹⁾						364	D	
						340	D	

Google
Stock
Unit ⁽¹²⁾

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 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. P Deri Secu (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	\$ 0	02/11/2014		C		11,774		(13)	(14)	Class A Common Stock	11,774

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

02/18/2014

 **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) 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.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,200.08 to \$1,201.07, 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 (9) to this Form 4.
- (2) These shares were sold in multiple transactions at prices ranging from \$1,201.25 to \$1,202.24.
 - (3) These shares were sold in multiple transactions at prices ranging from \$1,203.80 to \$1,204.79.
 - (4) These shares were sold in multiple transactions at prices ranging from \$1,206.76 to \$1,207.75.
 - (5) These shares were sold in multiple transactions at prices ranging from \$1,207.77 to \$1,208.76.
 - (6) These shares were sold in multiple transactions at prices ranging from \$1,208.79 to \$1,209.78.
 - (7) These shares were sold in multiple transactions at prices ranging from \$1,210.00 to \$1,210.99.
 - (8) These shares were sold in multiple transactions at prices ranging from \$1,211.07 to \$1,212.06.

- 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: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
- (10) 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.
 - (11) 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.
 - (12) There is no exercisable date for the Issuer's Class B Common Stock.
 - (13) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the 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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