Google Inc.
Form 4
April 06, 2015

# FORM 4

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

**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

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Drummond David C

(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)
04/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Corporate Development

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) (2) | 04/06/2015 | | C(3) | | 145 | D | $ 0 | 2,601 | D | |
| Class A Common Stock (4) | 04/06/2015 | | C(3) | | 145 | A | $ 0 | 657 | D | |
| Class A Google Stock Unit (1) (2) | 04/06/2015 | | F(5) | | 160 | D | $ 541.31 | 2,441 | D | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Class C Google Stock Unit (1) (6) | 04/06/2015 | C(3) | 145 | D | $ 0 | 2,601 | D | |
| Class C Capital Stock (7) | 04/06/2015 | C(3) | 145 | A | $ 0 | 19,189 | D | |
| Class C Google Stock Unit (1) (6) | 04/06/2015 | F(5) | 160 | D | $ 535.35 | 2,441 | D | |
| Class A Google Stock Unit (1) (8) | | | | | | 4,323 | D | |
| Class A Google Stock Unit (1) (9) | | | | | | 22,478 | D | |
| Class A Common Stock (4) | | | | | | 2,090 | I | By Spouse |
| Class C Google Stock Unit (1) (10) | | | | | | 0 | D | |
| Class C Google Stock Unit (1) (8) | | | | | | 4,323 | D | |
| Class C Google Stock Unit (1) (9) | | | | | | 22,478 | D | |
| Class C Google Stock Unit (11) | | | | | | 70,788 | D | |
| Class C Capital Stock (7) | | | | | | 2,090 | I | By Spouse |

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**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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. Pr Deri Secu (Inst |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | $ 0 | | | | | | | (12) | (13) | Class A Common Stock | 21,332 | |
| Option to Purchase Class C Capital Stock (14) | $ 316.9399 | | | | | | | 04/25/2016 | 04/04/2022 | Class C Capital Stock | 44,955 | |
| Option to Purchase Class C Capital Stock (15) | $ 316.9339 | | | | | | | 04/25/2015 | 04/04/2022 | Class C Capital Stock | 8,646 | |
| Option to Purchase Class C Capital Stock (16) | $ 153.9765 | | | | | | | (17) | 03/01/2017 | Class C Capital Stock | 30,000 | |
| Option to Purchase Class C Capital Stock (18) | $ 281.6107 | | | | | | | (19) | 12/01/2020 | Class C Capital Stock | 9,998 | |
| Option to Purchase Class C Capital Stock (20) | $ 286.5159 | | | | | | | (21) | 04/06/2021 | Class C Capital Stock | 29,288 | |
| | | | | | | | | (19) | 03/04/2019 | | 34,138 | |

| | | | | | | |
|---|---|---|---|---|---|---|
| Option to Purchase Class C Capital Stock [22] | $ 159.1411 | | | | Class C Capital Stock | |
| Option To Purchase Class A Common Stock [14] | $ 318.2102 | | 04/25/2016 | 04/04/2022 | Class A Common Stock | 44,955 |
| Option To Purchase Class A Common Stock [15] | $ 318.2102 | | 04/25/2015 | 04/04/2022 | Class A Common Stock | 8,646 |
| Option To Purchase Class A Common Stock | $ 159.779 | | [19] | 03/04/2019 | Class A Common Stock | 34,138 |
| Option To Purchase Class A Common Stock [18] | $ 282.7394 | | [19] | 12/01/2020 | Class A Common Stock | 9,998 |
| Option To Purchase Class A Common Stock [20] | $ 287.6642 | | [21] | 04/06/2021 | Class A Common Stock | 29,288 |
| Option To Purchase Class A Common Stock [16] | $ 154.5936 | | [17] | 03/01/2017 | Class A Common Stock | 30,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |

Drummond David C
C/O GOOGLE INC.
1600 AMPHITHEATRE PARKWAY
MOUNTAIN VIEW, CA 94043

SVP, Corporate Development

# Signatures

/s/ Valentina Margulis, attorney-in-fact for David C. Drummond — 04/06/2015

**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)** 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.

**(2)** 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: 1/48th of the GSUs shall vest on the vesting start date (1/6/2012) and 1/48th each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.

**(3)** Vesting of GSUs grant of which was previously reported in Form 4.

**(4)** 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.

**(5)** Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

**(6)** The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Common Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vests as follows: 1/48th of the grant vested on the vesting start date (1/6/2012) and 1/48th of the grant vests each month thereafter, subject to the Reporting Persons's continued employment with Google on the applicable vesting dates.

**(7)** 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.

**(8)** 100% of the grant will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.

**(9)** 100% of the grant will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.

**(10)** This grant vest as follows: 1/4th of the grant vested on 12/1/2011 and 1/16th of the grant vests each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

**(11)** 100% of GSUs will vest on April 25, 2018, subject to continued employment on such vesting date.

**(12)** All shares are exercisable as of the transaction date.

**(13)** There is no expiration date for Google Inc.'s Class B Common Stock.

**(14)** 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 44,955 shares of Class A Common Stock at an exercise price of $635.15 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 44,955 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 $318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of $316.9399 per share.

**(15)** 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 8,646 shares of Class A Common Stock at an exercise price of $635.15 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 8,646 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 $318.2102 and the portion of the option covering Class C Capital Stock has an exercise price of $316.9399 per share.

**(16)** 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 30,000 shares of Class A Common Stock at an exercise price of $308.57 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 30,000 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 $154.5936 and the portion of the option covering Class C Capital Stock has an exercise price of $153.9765 per share.

**(17)** The option is fully vested.

**(18)** 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 9,998 shares of Class A Common Stock at an exercise price of $564.35 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 9,998 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 $282.7394 and the portion of the option covering Class C Capital Stock has an exercise price of $281.6107 per share.

**(19)** The option vests as follows: 1/4th of the option vested on the one-year grant date anniversary and 1/48th of the grant vest each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

**(20)** 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 29,288 shares of Class A Common Stock at an exercise price of $574.18 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 29,288 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 $287.6642 and the portion of the option covering Class C Capital Stock has an exercise price of $286.5159 per share.

**(21)** The option provided for vesting as follows: 1/48th of the option shall vest on the vesting start date (1/6/12) and 1/48th each month thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

**(22)** 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 34,138 shares of Class A Common Stock at an exercise price of $318.92 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 34,138 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 $159.779 and the portion of the option covering Class C Capital Stock has an exercise price of $159.1411 per share.

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.