

Google Inc.  
Form 4  
May 13, 2015

**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 \*  
**MATHER ANN**

(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)  
**05/12/2015**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                    |                                                                                                                    |                                                                      |                                                                                |
| Class A<br>Common<br>Stock            | 05/12/2015                              |                                                             | M                                       | 1,000                                                               | A \$ 0                                                                                                             | 2,343                                                                | D                                                                              |
| Class C<br>Capital<br>Stock           | 05/12/2015                              |                                                             | M                                       | 1,000                                                               | A \$ 0                                                                                                             | 2,493                                                                | D                                                                              |
| Class A<br>Common<br>Stock            | 05/12/2015                              |                                                             | S                                       | 1,000                                                               | D \$ 542.81                                                                                                        | 1,343                                                                | D                                                                              |
| Class C<br>Capital                    | 05/12/2015                              |                                                             | S                                       | 1,000                                                               | D \$ 531.6                                                                                                         | 1,493 <sup>(1)</sup>                                                 | D                                                                              |

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Stock

Class C

Google  
Stock Unit

42

D

Class C

Google  
Stock Unit

496

D

Class C

Google  
Stock Unit

216

D

Class C

Google  
Stock Unit

176

D

Class A

Google  
Stock Unit

42

D

Class A

Google  
Stock Unit

216

D

Class A

Google  
Stock Unit

176

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Option<br>To                                        | \$ 414.09                                                          | 05/12/2015                              |                                                             | M                                    | 1,000                                                                                                           | 12/01/2005 12/01/2015                                          | Class A<br>Common                                                   | 1,000                                     |

|                      |            |            |  |   |       |            |            |         |       |
|----------------------|------------|------------|--|---|-------|------------|------------|---------|-------|
| Purchase             |            |            |  |   |       |            |            |         | Stock |
| Class A              |            |            |  |   |       |            |            |         |       |
| Common               |            |            |  |   |       |            |            |         |       |
| Stock <sup>(2)</sup> |            |            |  |   |       |            |            |         |       |
| Option to            |            |            |  |   |       |            |            |         |       |
| Purchase             |            |            |  |   |       |            |            |         |       |
| Class C              | \$ 206.631 | 05/12/2015 |  | M | 1,000 | 04/02/2014 | 12/01/2015 | Class C |       |
| Capital              |            |            |  |   |       |            |            | Capital | 1,000 |
| Stock <sup>(3)</sup> |            |            |  |   |       |            |            | Stock   |       |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |       |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                       | Director      | 10% Owner | Officer | Other |
| MATHER ANN<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 |               |           | X       |       |

## Signatures

|                                                            |            |
|------------------------------------------------------------|------------|
| /s/ Valentina Margulis, as attorney-in-fact for Ann Mather | 05/13/2015 |
|------------------------------------------------------------|------------|

\_\_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) Includes 3 dividend shares of Class C capital stock received as an adjustment payment made by Google Inc. to holders of Class C capital stock pursuant to the Revised Stipulation of Compromise and Settlement regarding The Google, Inc. Class C Shareholder Litigation.
- (2) The option is a subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and is fully vested.
- 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 12,000 shares of Class A Common Stock at an exercise price of \$414.09 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 12,000 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 \$207.4591 and the portion of the option covering Class C Capital Stock has an exercise price of \$206.631 per share.

### Remarks:

All 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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