

GOOGLE INC.

Form 4

September 15, 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 *
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)
09/15/2015

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 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)
Class C Google Stock Unit ⁽¹⁾	08/25/2015		J ⁽²⁾	V 14 D \$ 0	645	D	
Class C Capital Stock	08/25/2015		J ⁽²⁾	V 14 A \$ 0	3,379	D	
Class C Google Stock Unit ⁽³⁾	08/25/2015		J ⁽²⁾	V 13 D \$ 0	443	D	

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Class C Capital Stock	08/25/2015	<u>J</u> (2)	V	13	A	\$ 0	3,392	D	
Class A Google Stock Unit ⁽⁴⁾	08/25/2015	<u>J</u> (2)	V	12	D	\$ 0	126	D	
Class A Common Stock	08/25/2015	<u>J</u> (2)	V	12	A	\$ 0	3,168	D	
Class C Google Stock Unit ⁽⁴⁾	08/25/2015	<u>J</u> (2)	V	12	D	\$ 0	126	D	
Class C Capital Stock	08/25/2015	<u>J</u> (2)	V	12	A	\$ 0	3,404	D	
Class C Google Stock Unit ⁽⁵⁾	08/25/2015	<u>J</u> (2)	V	9	D	\$ 0	182	D	
Class C Capital Stock	08/25/2015	<u>J</u> (2)	V	9	A	\$ 0	3,413	D	
Class A Google Stock Unit ⁽⁶⁾	08/25/2015	<u>J</u> (2)	V	9	D	\$ 0	182	D	
Class A Common Stock	08/25/2015	<u>J</u> (2)	V	9	A	\$ 0	3,177	D	
Class C Capital Stock	09/15/2015	S		200	D	\$ 624.7888 ⁽⁷⁾	1,000,677	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015	S		600	D	\$ 626.7482 ⁽⁸⁾	1,000,077	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015	S		245	D	\$ 627.1459 ⁽⁹⁾	999,832	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015	S		300	D	\$ 628.7253 ⁽¹⁰⁾	999,532	I	Vallejo Ventures Trust
	09/15/2015	S		200	D		999,332	I	

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Class C Capital Stock					\$ 629.7139				Vallejo Ventures Trust
Class C Capital Stock	09/15/2015		S	400	D	\$ 632.374 (11)	998,932	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015		S	700	D	\$ 633.4819 (12)	998,232	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015		S	830	D	\$ 634.7349 (13)	997,402	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015		S	1,257	D	\$ 635.9052 (14)	996,145	I	Vallejo Ventures Trust
Class C Capital Stock	09/15/2015		S	537	D	\$ 637.1359 (15)	995,608	I	Vallejo Ventures Trust
Class A Common Stock							118,653	I	The Benificus Foundation
Class C Capital Stock							109,615	I	The Benificus Foundation

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

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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. Price or Value of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Class B				Class A
Common	\$ 0	(16)	(17)	Common
Stock				Stock
				1,117,447

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

09/15/2015

____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) 1/48th of GSUs will vest on July 25, 2015 and an additional 1/48th of GSUs will vest monthly thereafter until the GSUs are fully vested, subject to continued service on such vesting dates.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (3) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (4) 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.
- (5) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.
- (6) 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.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$624.72 to \$625.71, 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 (7) through (15) to this Form 4.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$626.04 to \$627.03, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$627.04 to \$628.03, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$628.53 to \$629.52, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$632.13 to \$633.12, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$633.26 to \$634.25, inclusive.
- (13)

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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 \$634.34 to \$635.33, inclusive.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$635.40 to \$636.39, inclusive.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$636.68 to \$637.67, inclusive.

(16) There is no exercisable date for the Issuer's Class B Common Stock.

(17) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting P

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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