Google Inc. Form 4 July 31, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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 1(b).

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * SCHMIDT ERIC E

(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) 07/30/2012

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Executive Chairman of Board

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	ble I - Non	-Derivati	ve Sec	urities Acqui	red, Disposed of	, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or		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 A Common Stock (1)	07/30/2012		C	5,625	A	\$0	5,625	I	By Trust
Class A Common Stock (1)	07/30/2012		C	1,463	A	\$ 0	1,463	I	By Limited Partnership II
Class A Common Stock (1)	07/30/2012		S	300	D	\$ 630.625 (2)	5,325	I	By Trust
Class A Common	07/30/2012		S	1,445	D	\$ 631.6269	3,880	I	By Trust

				(3)			
07/30/2012	S	1,705	D	\$ 632.3565 (4)	2,175	I	By Trust
07/30/2012	S	832	D	\$ 633.4761 (5)	1,343	I	By Trust
07/30/2012	S	143	D	\$ 634.2 (6)	1,200	I	By Trust
07/30/2012	S	675	D	\$ 636.3633 (7)	525	I	By Trust
07/30/2012	S	225	D	\$ 639.425 (8)	300	I	By Trust
07/30/2012	S	150	D	\$ 640.355 (9)	150	I	By Trust
07/30/2012	S	75	D	\$ 642	75	I	By Trust
07/30/2012	S	75	D	\$ 642.31 (10)	0	I	By Trust
07/30/2012	S	78	D	\$ 630.625 (2)	1,385	I	By Limited Partnership II
07/30/2012	S	376	D	\$ 631.6269	1,009	I	By Limited Partnership II
07/30/2012	S	442	D	\$ 632.3565 (4)	567	I	By Limited Partnership II
07/30/2012	S	216	D	\$ 633.4761 (5)	351	I	By Limited Partnership II
07/30/2012	S	37	D	\$ 634.2 (6)	314	I	By Limited Partnership II
07/30/2012	S	176	D	\$ 636.3633 (7)	138	I	By Limited Partnership II
	07/30/2012 07/30/2012 07/30/2012 07/30/2012 07/30/2012 07/30/2012 07/30/2012 07/30/2012 07/30/2012 07/30/2012	07/30/2012 S 07/30/2012 S	07/30/2012 \$ 832 07/30/2012 \$ 143 07/30/2012 \$ 675 07/30/2012 \$ 225 07/30/2012 \$ 150 07/30/2012 \$ 75 07/30/2012 \$ 75 07/30/2012 \$ 376 07/30/2012 \$ 376 07/30/2012 \$ 216 07/30/2012 \$ 37	07/30/2012 S 832 D 07/30/2012 S 143 D 07/30/2012 S 675 D 07/30/2012 S 225 D 07/30/2012 S 150 D 07/30/2012 S 75 D 07/30/2012 S 75 D 07/30/2012 S 376 D 07/30/2012 S 376 D 07/30/2012 S 216 D 07/30/2012 S 37 D	07/30/2012 S 1,705 D \$ 632.3565 (4) (4) (4) (4) (5) (5) 07/30/2012 S 832 D \$ 633.4761 (5) (5) (5) (5) (5) (5) (5) (7) 07/30/2012 S 143 D \$ 634.2 (6) (6) (6) (5) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	07/30/2012 S 1,705 D \$ 632,3565 2,175 49 8 8 8 8 8 8 8 8 8	07/30/2012 S 1,705 D \$32,3565 2,175 1 I 07/30/2012 S 832 D \$33,4761 1,343 1 I 07/30/2012 S 143 D \$634,2 1,200 I I 07/30/2012 S 675 D \$636,3633 525 I I 07/30/2012 S 225 D \$639,425 300 I I 07/30/2012 S 150 D \$640,355 150 I I 07/30/2012 S 75 D \$642,35 1 I 07/30/2012 S 75 D \$642,31 0 I I 07/30/2012 S 78 D \$642,31 0 I I 07/30/2012 S 376 D \$631,6269 1,009 I I 07/30/2012 S 442 D \$631,6269 1,009 I I 07/30/2012 S 216 D \$633,4761 351 I I 07/30/2012 S 37 D \$634,2 314 I I 07/30/2012 S 176 D \$636

Class A Common Stock (1)	07/30/2012	S	59	D	\$ 639.425 (8)	79	I	By Limited Partnership II
Class A Common Stock (1)	07/30/2012	S	39	D	\$ 640.355 (9)	40	I	By Limited Partnership II
Class A Common Stock (1)	07/30/2012	S	20	D	\$ 642	20	I	By Limited Partnership II
Class A Common Stock (1)	07/30/2012	S	20	D	\$ 642.31 (10)	0	I	By Limited Partnership II
Class A Common Stock (1)						15,320	D	
Class A Common Stock (1)						45,777	I	By Family Foundation
Google Stock Unit (11)						62,508	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 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)		
				Code V	(A) (Γ	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B									Class A	
Common Stock	\$ 0	07/30/2012		С	5,6	525	(12)	(13)	Common Stock	5,625
Class B Common	\$ 0	07/30/2012		C	1,4	163	(12)	(13)	Class A Common	1,463

Stock			Stock	
Option To Purchase Class A Common Stock	\$ 612	<u>(14)</u> 02/02/2021	Class A Common Stock	181,840
Class B Common Stock	\$ 0	<u>(12)</u> <u>(13)</u>	Class A Common Stock	1,194,309
Class B Common Stock	\$ 0	<u>(12)</u> <u>(13)</u>	Class A Common Stock	256,690

Reporting Owners

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

SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

X

Executive Chairman of Board

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

07/31/2012

Relationshine

**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 \$630.30 to \$631.00, 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 (10) 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 \$631.01 to \$632.00, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$632.01 to \$633.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$633.01 to \$634.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$634.01 to \$635.00, inclusive.

(7)

Reporting Owners 4

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$636.01 to \$637.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$639.01 to \$640.00, inclusive.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$640.01 to \$641.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$642.01 to \$643.00, inclusive.
- 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 of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
- (12) All shares are exercisable as of the transaction date.
- (13) There is no expiration date for the Issuer's Class B Common Stock.
- The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on July 31, 2012 for transactions effected by the Reporting Person on July 30, 2012.

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.