Arora Nikesh Form 4 March 05, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Number: January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

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

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).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Arora Nikesh

(Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

Google Inc. [GOOG]

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2013

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 _ _ Other (specify below)

SVP and Chief Business Officer

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) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	, , ,			Securities Form: Dir Beneficially (D) or Owned Indirect (I Following (Instr. 4)	Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Canala			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Google Stock Unit	03/01/2013		C(2)	597	D	\$0	9,401	D	
Class A Common Stock	03/01/2013		C(2)	597	A	\$ 0	1,039	D	
Google Stock Unit	03/01/2013		F(3)	653	D	\$ 801.2	8,748	D	
Google Stock Unit							1,695	D	

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<u>(4)</u>		
Google Stock Unit (5)	1,067	D
Google Stock Unit (6)	34,581	D
Google Stock Unit (7)	13,831	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)

8. Properties Secution (Inst

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	Date Exercisable and Apiration Date Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option To Purchase Class A Common Stock	\$ 635.15					04/25/2016	04/04/2022	Class A Common Stock	69,162	
Option To Purchase Class A Common Stock	\$ 564.35					(8)	12/01/2020	Class A Common Stock	39,990	
Option To	\$ 574.18					<u>(9)</u>	04/06/2021	Class A Common	39,050	

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Purchase Stock

Class A Common Stock

Option

Class A

Common

To

Purchase

\$ 318.92

(10)

03/04/2019 Common

Class A
Common 712
Stock

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Arora Nikesh C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043

SVP and Chief Business Officer

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Nikesh Arora

03/05/2013

**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).
- 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 vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (4) The GSUs vest as follows: 6,776 of the GSUs vested on 4/15/10 and 1/16th of the GSUs vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (5) The GSUs vest as follows: 4,267 of the GSUs vested on 3/4/10 and 1/16th of the GSUs vest each quarter thereafte, subject to continued employment with Google on the applicable vesting dates.
- (6) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (7) The GSUs vest as follows: 1/48th of the GSUs vested on the vesting start date (1/6/2012) and 1/48th of the GSU vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (8) The option provided for vesting as follows: 1/4th of the option vested on 12/1/2011 and 1/48th of the grant vest each month thereafter, subject to continued employment with Google on the applicable vesting dates.
- (9) 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 until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.
- (10) The option provides for vesting as follows: 8,534 shares shall vest on 3/4/10 and 1/48th of the total option shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Reporting Owners 3

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