

Google Inc.
Form 4
September 04, 2013

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 *
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)
09/02/2013

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) 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Google Stock Unit (1) | 09/02/2013 | | C(2) | 149 D \$ 0 | 1,726 | D | |
| Class A Common Stock | 09/02/2013 | | C(2) | 149 A \$ 0 | 4,099 | D | |
| Google Stock Unit (1) | 09/02/2013 | | F(3) | 163 D \$ 846.9 | 1,563 | D | |
| Google Stock Unit | | | | | 4,323 | D | |

(4)

Google
Stock Unit

22,478 D

(5)

Google
Stock Unit

8,543 D

(6)

Class A
Common
Stock

2,090 I By Spouse

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. Pr Deri Secu (Inst |
|--|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|--------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | \$ 0 | | | | | <u>(7)</u> | <u>(8)</u> | Class A Common Stock | 22,332 | |
| Option To Purchase Class A Common Stock | \$ 635.15 | | | | | 04/25/2016 | 04/04/2022 | Class A Common Stock | 44,955 | |
| Option To Purchase Class A Common | \$ 635.15 | | | | | 04/25/2015 | 04/04/2022 | Class A Common Stock | 8,646 | |

Stock

Option
ToPurchase
Class A \$ 564.35Common
Stock(9)

12/01/2020

Class A
Common
Stock

9,998

Option
ToPurchase
Class A \$ 574.18Common
Stock(10)

04/06/2021

Class A
Common
Stock

29,288

Option
ToPurchase
Class A \$ 308.57Common
Stock(11)

03/01/2017

Class A
Common
Stock

30,000

Option
ToPurchase
Class A \$ 318.92Common
Stock(9)

03/04/2019

Class A
Common
Stock

34,138

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

09/04/2013

 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).

- (1) 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 12/1/2011 and 1/16th of GSUs vest each quarter thereafter, subject to the Reporting Person's continued employment with Google on the applicable vesting dates.

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- (2) Vesting of Google Stock Units grant of which was previously reported in Form 4.
- (3) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
- (4) 100% of GSUs will vest on April 25, 2015, subject to the Reporting Person's continued employment with Google on such date.
- (5) 100% of GSUs will vest on April 25, 2016, subject to the Reporting Person's continued employment with Google on such date.
- (6) 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.
- (7) All shares are exercisable as of the transaction date.
- (8) There is no expiration date for Google Inc.'s Class B Common Stock.
- (9) 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.
- (10) 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.
- (11) The option is fully vested.

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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