

Google Inc.  
Form 4  
November 26, 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 \*  
**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)  
**11/26/2013**

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. 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)
Google Stock Unit <sup>(1)</sup>	08/26/2013		J <sup>(2)</sup>	V 14 D \$ 0	316	D	
Class A Common Stock <sup>(3)</sup>	08/26/2013		J <sup>(2)</sup>	V 14 A \$ 0	650	D	
Class A Common Stock <sup>(3)</sup>	08/26/2013		J <sup>(2)</sup>	V 12 A \$ 0	662	D	
Google Stock	08/26/2013		J <sup>(2)</sup>	V 12 D \$ 0	427	D	

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Unit <sup>(1)</sup>							
Class A Common Stock <sup>(3)</sup>	08/26/2013	J <sup>(2)</sup>	V 8	A	\$ 0	670	D
Google Stock Unit <sup>(4)</sup>	08/26/2013	J <sup>(2)</sup>	V 8	D	\$ 0	381	D
Class A Common Stock <sup>(3)</sup>	09/02/2013	J <sup>(2)</sup>	V 56	A	\$ 0	726	D
Google Stock Unit <sup>(5)</sup>	09/02/2013	J <sup>(2)</sup>	V 56	D	\$ 0	282	D
Google Stock Unit <sup>(1)</sup>	09/25/2013	J <sup>(2)</sup>	V 14	D	\$ 0	302	D
Class A Common Stock <sup>(3)</sup>	09/25/2013	J <sup>(2)</sup>	V 14	A	\$ 0	740	D
Class A Common Stock <sup>(3)</sup>	09/25/2013	J <sup>(2)</sup>	V 13	A	\$ 0	753	D
Google Stock Unit <sup>(1)</sup>	09/25/2013	J <sup>(2)</sup>	V 13	D	\$ 0	414	D
Class A Common Stock <sup>(3)</sup>	09/25/2013	J <sup>(2)</sup>	V 8	A	\$ 0	761	D
Google Stock Unit <sup>(4)</sup>	09/25/2013	J <sup>(2)</sup>	V 8	D	\$ 0	373	D
Google Stock Unit	10/25/2013	J <sup>(2)</sup>	V 13	D	\$ 0	289	D
Class A Common Stock <sup>(3)</sup>	10/25/2013	J <sup>(2)</sup>	V 13	A	\$ 0	774	D
Class A Common Stock <sup>(3)</sup>	10/25/2013	J <sup>(2)</sup>	V 12	A	\$ 0	786	D
Google Stock Unit <sup>(1)</sup>	10/25/2013	J <sup>(2)</sup>	V 12	D	\$ 0	402	D

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Class A Common Stock <sup>(3)</sup>	10/25/2013	J <sup>(2)</sup>	V 9	A	\$ 0	795	D
Google Stock Unit <sup>(4)</sup>	10/25/2013	J <sup>(2)</sup>	V 9	D	\$ 0	364	D
Google Stock Unit	11/25/2013	J <sup>(2)</sup>	V 14	D	\$ 0	275	D
Class A Common Stock <sup>(3)</sup>	11/25/2013	J <sup>(2)</sup>	V 14	A	\$ 0	809	D
Class A Common Stock <sup>(3)</sup>	11/25/2013	J <sup>(2)</sup>	V 13	A	\$ 0	822	D
Google Stock Unit <sup>(1)</sup>	11/25/2013	J <sup>(2)</sup>	V 13	D	\$ 0	389	D
Class A Common Stock <sup>(3)</sup>	11/25/2013	J <sup>(2)</sup>	V 8	A	\$ 0	830	D
Google Stock Unit <sup>(4)</sup>	11/25/2013	J <sup>(2)</sup>	V 8	D	\$ 0	356	D
Class A Common Stock <sup>(3)</sup>	11/26/2013	S	100	D	\$ 1,060.02	730	D
Class A Common Stock <sup>(3)</sup>	11/26/2013	S	490	D	\$ 1,060.0105 <sup>(6)</sup>	240	D
Class A Common Stock						235	D

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

## Reporting Owners

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

## Signatures

/s/ Valentina Margulis, as attorney-in-fact for Ann Mather

11/26/2013

\_\_\_\_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 (1) share underlying the GSU as the GSUs vest. 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.

(2) Vesting of GSUs grant of which was previously reported in Form 4.

(3) Includes Class A Common Stocks issued upon vesting of GSUs that were previously reported as GSUs.

(4) 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.

(5) The GSUs vest as follows: 1/4th of the GSUs vests on the one-year grant date anniversary and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates.

The price reported in Column 4 is the average price. The shares were sold in multiple transactions at prices ranging from \$1,060.01 to \$1,060.0441, 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 this footnote.

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(7) The option is a subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and 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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