Google Inc.
Form 4
June 26, 2014

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 *
SCHMIDT ERIC E

(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)
06/24/2014

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 below) _____ 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

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	06/24/2014		C		2,775	A	$ 0	2,775	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S		54	D	$ 569.5993 (2)	2,721	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S		108	D	$ 570.5208 (3)	2,613	I	By Schmidt Investments LP Fund II
Class A Common	06/24/2014		S		108	D	$ 571.3494	2,505	I	By Schmidt Investments

Stock (1)						(4)			LP Fund II
Class A Common Stock (1)	06/24/2014		S	260	D	$ 572.5835 (5)	2,245	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	171	D	$ 573.3745 (6)	2,074	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	150	D	$ 574.2539 (7)	1,924	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	156	D	$ 575.7072 (8)	1,768	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	138	D	$ 576.4804 (9)	1,630	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	318	D	$ 577.6515 (10)	1,312	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	446	D	$ 578.4817 (11)	866	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	270	D	$ 579.6306 (12)	596	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	427	D	$ 580.4882 (13)	169	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	163	D	$ 581.4797 (14)	6	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)	06/24/2014		S	6	D	$ 582.12 (15)	0	I	By Schmidt Investments LP Fund II
Class A Common Stock (1)							43,097	D	
Class A Common Stock							13,784	I	By The Schmidt Family Foundation
Class A Common Stock							5,288	I	By Schmidt Ocean Institute

Class A Common Stock	52,408	I	By Schmidt Science and Philanthropic Foundation
Class C Capital Stock	1,237,406	D	
Class C Capital Stock	20,676	I	By The Schmidt Family Foundation
Class C Google Stock Unit (16) (17)	17,048	D	
Class C Google Stock Unit (16) (18)	87,862	D	
Class C Google Stock Unit (16) (19)	1,550	D	
Class C Google Stock Unit (16) (20)	796	D	
Class C Capital Stock	150,582	I	By Schmidt Investments LP
Class C Capital Stock	695,861	I	By Schmidt Investments LP Fund II
Class C Capital Stock	7,932	I	By Schmidt Ocean Institute
Class C Capital Stock	78,612	I	By Schmidt Science and Philanthropic Foundation
	2,510,750	I	

Class C Capital Stock	By The Schmidt Family Living Trust

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	$ 0	06/24/2014		C			2,775	(21)	(22)	Class A Common Stock	2,775
Class B Common Stock	$ 0							(21)	(22)	Class A Common Stock	1,194,309
Class B Common Stock	$ 0							(21)	(22)	Class A Common Stock	149,782
Class B Common Stock	$ 0							(21)	(22)	Class A Common Stock	2,503,750
Option To Purchase Class A Common Stock	$ 612							(23)	02/02/2021	Class A Common Stock	181,840

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	06/26/2014
**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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $569.34 to $570.00, 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 (15) 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 $570.01 to $571.00, inclusive.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $571.01 to $572.00, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $572.01 to $573.00, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $573.01 to $574.00, inclusive.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $574.01 to $575.00, inclusive.

(8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $575.01 to $576.00, inclusive.

(9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $576.01 to $577.00, inclusive.

(10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $577.01 to $578.00, inclusive.

(11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $578.01 to $579.00, inclusive.

(12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $579.01 to $580.00, inclusive.

(13) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $580.01 to $581.00, inclusive.

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $581.01 to $582.00, inclusive.

(15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $582.01 to $583.00, inclusive.

(16) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the

"Stock Dividend"). These GSUs were previously reported as GSUs entitling 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. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(17) The Class C Google Stock Units ("Class C GSUs") entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the Class C GSU as the Class C GSU vests. This grant vest as follows: 1/4th of the grant vests 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.

(18) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.

(19) This grant vests as follows: 5/8 of the 8,266 shares vest on September 25, 2013 and 1/16th of the remaining grant will vest on November 2, 2013 and each quarter thereafter, subject to continued employment on the applicable vesting dates.

(20) This grant vests as follows: 31/48 of the 4,773 shares vest on September 25, 2013 and 1/48th of the remaining shares will vest on October 2, 2013 and each month thereafter until the entire grant is fully vested, subject to continued employment with Google on the applicable vesting dates.

(21) All shares are exercisable as of the transaction date.

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

(23) 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:

All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Pe

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