Google Inc.
Form 4
May 27, 2015

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
05/26/2015

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 Google Stock Unit (1)	05/26/2015		F(2)		2,866	D	$ 554.52	84,996	D	
Class A Google Stock Unit (1)	05/26/2015		C(3)		2,625	D	$ 0	82,371	D	
Class A Common Stock	05/26/2015		C(3)		2,625	A	$ 0	55,240	D	

Class C Google Stock Unit (4)	05/26/2015	C(3)	2,625	D	$ 0	85,237	D	
Class C Capital Stock	05/26/2015	C(3)	2,625	A	$ 0	1,252,733 (5)	D	
Class C Google Stock Unit (4)	05/26/2015	F(2)	2,866	D	$ 540.11	82,371	D	
Class C Capital Stock						148,588 (6)	I	By Schmidt Investments LP
Class C Capital Stock						661,898 (7)	I	By Schmidt Investments LP Fund II
Class C Capital Stock						2,468,779 (8)	I	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)		8. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	$ 0							(9)	(10)	Class A Common Stock	1,194,309	
	$ 0							(9)	(10)		148,182	

Class B Common Stock					Class A Common Stock	
Class B Common Stock	$ 0		(9)	(10)	Class A Common Stock	660,086
Class B Common Stock	$ 0		(9)	(10)	Class A Common Stock	2,462,020
Option to Purchase Class C Capital Stock (11)	$ 305.388		(12)	02/02/2021	Class C Capital Stock	181,840
Option To Purchase Class A Common Stock	$ 306.612		(12)	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	05/27/2015
**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 GSUs vest as follow: 1/16th of the GSUs 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.

(2) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

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

(4) 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.

(5)

Includes 3,422 dividend shares of Class C capital stock received as an adjustment payment made by Google Inc. to holders of Class C capital stock pursuant to the Revised Stipulation of Compromise and Settlement regarding The Google, Inc. Class C Shareholder Litigation.

(6) Includes 406 dividend shares of Class C capital stock received as an adjustment payment made by Google Inc. to holders of Class C capital stock pursuant to the Revised Stipulation of Compromise and Settlement regarding The Google, Inc. Class C Shareholder Litigation.

(7) Includes 1,812 dividend shares of Class C capital stock received as an adjustment payment made by Google Inc. to holders of Class C capital stock pursuant to the Revised Stipulation of Compromise and Settlement regarding The Google, Inc. Class C Shareholder Litigation.

(8) Includes 6,759 dividend shares of Class C capital stock received as an adjustment payment made by Google Inc. to holders of Class C capital stock pursuant to the Revised Stipulation of Compromise and Settlement regarding The Google, Inc. Class C Shareholder Litigation.

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

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

(11) 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"). This option was previously reported as an option for 181,840 shares of Class A Common Stock at an exercise price of $612.00 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 181,840 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of $306.612 and the portion of the option covering Class C Capital Stock has an exercise price of $305.388 per share.

(12) 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.

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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