

DOERR L JOHN
Form 4
October 31, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DOERR L JOHN

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
MENLO PARK, CA 94025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|----|--------|---|--|-----------------------------------|
| | | | | Code | V | Amount | | | |
| Google Stock Unit ⁽¹⁾ | 10/25/2012 | | J ⁽²⁾ | V | 14 | D | \$ 0 | 453 | D |
| Class A Common Stock | 10/25/2012 | | J ⁽²⁾ | V | 14 | A | \$ 0 | 1,476 | D |
| Google Stock Unit ⁽³⁾ | 10/25/2012 | | J ⁽²⁾ | V | 13 | D | \$ 0 | 552 | D |
| Class A | 10/25/2012 | | J ⁽²⁾ | V | 13 | A | \$ 0 | 1,489 | D |

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| | | | | | | | | |
|-------------------------------------|------------|---|--------|---|----------------------------|---------|---|---|
| Common Stock | | | | | | | | |
| Class A Common Stock ⁽⁴⁾ | 10/31/2012 | C | 19,652 | A | \$ 0 | 19,652 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽⁴⁾ | 10/31/2012 | S | 1,500 | D | \$ 676 | 18,152 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽⁴⁾ | 10/31/2012 | S | 3,000 | D | \$ 677.4631 ⁽⁵⁾ | 15,152 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽⁴⁾ | 10/31/2012 | S | 4,652 | D | \$ 678.1775 ⁽⁶⁾ | 10,500 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽⁴⁾ | 10/31/2012 | S | 7,500 | D | \$ 679.0643 ⁽⁷⁾ | 3,000 | I | Vallejo Ventures Trust |
| Class A Common Stock ⁽⁴⁾ | 10/31/2012 | S | 3,000 | D | \$ 680 | 0 | I | Vallejo Ventures Trust |
| Google Stock Unit ⁽⁸⁾ | | | | | | 318 | D | |
| Google Stock Unit ⁽⁹⁾ | | | | | | 276 | D | |
| Class A Common Stock | | | | | | 110,351 | I | The Benificus Foundation |
| Class A Common Stock | | | | | | 18,656 | I | L. John Doerr Ttee The Austin 1999 Trust dtd 5/25/99 |
| Class A Common Stock | | | | | | 18,656 | I | L. John Doerr Ttee The Hampton 1999 Trust dtd 5/25/99 |

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

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number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock | \$ 0 | 10/31/2012 | | C | 19,652 | (10) (11) | Class A Common Stock | 19,652 |
| Class B Common Stock | \$ 0 | | | | | (10) (11) | Class A Common Stock | 1,850 |
| Class B Common Stock | \$ 0 | | | | | (10) (11) | Class A Common Stock | 160,940 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DOERR L JOHN C/O KLEINER PERKINS CAUFIELD & BYERS 2750 SAND HILL ROAD MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Valentina Margulis, as attorney-in-fact for L. John Doerr
 **Signature of Reporting Person
 10/31/2012
 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 follows: 1/48th vests on the 25th day of the first month after the vesting start date and an additional 1/48th vests monthly thereafter, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (2) Vesting of GSUs grant of which was previously reported in Form 4.
- (3) The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11,

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2012.

- (4) 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.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$677.19 to \$677.95, 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 (5) through (7) to this Form 4.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$678.00 to \$678.50.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$679.00 to \$679.45.
- (8) The GSUs vest as follows: 1/4th vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is June 2, 2010.
- (9) 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 vests 12 months after the vesting start date and 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is August 5, 2009.
- (10) There is no exercisable date for the Issuer's Class B Common Stock.
- (11) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

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

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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