

Google Inc.
Form 4
May 07, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Arora Nikesh

(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)
05/06/2014

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)
SVP and Chief Business Officer

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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	05/06/2014		C ⁽¹⁾	194 A	\$ 0 388	D	
Class A Google Stock Unit ⁽²⁾	05/06/2014		C ⁽¹⁾	194 D	\$ 0 7,942	D	
Class A Google Stock Unit ⁽²⁾	05/06/2014		F ⁽³⁾	213 D	\$ 535.33 7,729	D	

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Class C Capital Stock	05/06/2014	<u>C⁽¹⁾</u>	194	A	\$ 0	388	D
Class C Google Stock Unit <u>(4) (5)</u>	05/06/2014	<u>C⁽¹⁾</u>	194	D	\$ 0	7,942	D
Class C Google Stock Unit <u>(4) (5)</u>	05/06/2014	<u>F⁽³⁾</u>	213	D	\$ 527.31	7,729	D
Class A Google Stock Unit <u>(6)</u>						3,750	D
Class A Google Stock Unit <u>(7)</u>						34,581	D
Class A Google Stock Unit <u>(8)</u>						1,463	D
Class C Google Stock Unit <u>(4) (9)</u>						3,750	D
Class C Google Stock Unit <u>(4) (10)</u>						34,581	D
Class C Google Stock Unit <u>(4) (11)</u>						1,463	D

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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- (7) 100% of GSUs will vest on April 25, 2016, subject to continued employment with Google on such date.
- (8) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.
- (9) This grant vest as follows: 1/4th of the grant vested on the one-year grant date anniversary (12/1/2011) and 1/16th vest each quarter thereafter, subject to continued employment with Google on the applicable vesting dates.
- (10) 100% of this grant will vest on April 25, 2016, subject to continued employment with Google on such date.
- (11) 100% of the grant will vest on December 25, 2014, subject to continued employment with Google on such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.