

DOERR L JOHN
Form 4
August 01, 2012

FORM 4

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

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).

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

(Last) (First) (Middle)

C/O KLEINER PERKINS
CAUFIELD & BYERS, 2750 SAND
HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2012

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. Transaction Code		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	(A) or (D)			
Google Stock Unit ⁽¹⁾	07/25/2012		J ⁽²⁾	V	13	D	\$ 0	495	D
Class A Common Stock	07/25/2012		J ⁽²⁾	V	13	A	\$ 0	1,283	D
Google Stock Unit ⁽³⁾	07/25/2012		J ⁽²⁾	V	12	D	\$ 0	590	D
Class A	07/25/2012		J ⁽²⁾	V	12	A	\$ 0	1,295	D

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Common Stock								
Class A Common Stock ⁽⁴⁾	08/01/2012	C	13,116	A	\$ 0	13,116	I	Vallejo Ventures Trust
Class A Common Stock ⁽⁴⁾	08/01/2012	S	3,816	D	\$ 633.7916 ⁽⁵⁾	9,300	I	Vallejo Ventures Trust
Class A Common Stock ⁽⁴⁾	08/01/2012	S	1,800	D	\$ 634.5761 ⁽⁶⁾	7,500	I	Vallejo Ventures Trust
Class A Common Stock ⁽⁴⁾	08/01/2012	S	3,500	D	\$ 635.6646 ⁽⁷⁾	4,000	I	Vallejo Ventures Trust
Class A Common Stock ⁽⁴⁾	08/01/2012	S	1,981	D	\$ 636.5535 ⁽⁸⁾	2,019	I	Vallejo Ventures Trust
Class A Common Stock ⁽⁴⁾	08/01/2012	S	2,019	D	\$ 637.6743 ⁽⁹⁾	0	I	Vallejo Ventures Trust
Google Stock Unit ⁽¹⁰⁾						363	D	
Google Stock Unit ⁽¹¹⁾						345	D	
Class A Common Stock						110,351	I	The Benificus Foundation
Class A Common Stock						18,656	I	Blake H. Byers Trust
Class A Common Stock						18,656	I	Chad A. Byers 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)

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- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$635.12 to \$636.1199.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$636.12 to \$637.1199.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$637.12 to \$638.1199.
- (10) 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.
- (11) 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.
- (12) There is no exercisable date for the Issuer's Class B Common Stock.
- (13) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All sale 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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