

Google Inc.
Form 4
October 26, 2012

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

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 *
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)
10/25/2012

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)
Executive Chairman of Board

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock ⁽¹⁾	10/25/2012		C		25,500	A	\$ 0	25,500	I	By Trust
Class A Common Stock ⁽¹⁾	10/25/2012		S		1,020	D	\$ 674.78 ⁽²⁾	24,480	I	By Trust
Class A Common Stock ⁽¹⁾	10/25/2012		S		1,645	D	\$ 675.43 ⁽³⁾	22,835	I	By Trust
Class A Common	10/25/2012		S		3,609	D	\$ 676.68	19,226	I	By Trust

Edgar Filing: Google Inc. - Form 4

Stock ⁽¹⁾						⁽⁴⁾			
Class A Common Stock ⁽¹⁾	10/25/2012	S	11,421	D	\$ 677.53	7,805	I		By Trust
Class A Common Stock ⁽¹⁾	10/25/2012	S	2,958	D	\$ 679.71	4,847	I		By Trust
Class A Common Stock ⁽¹⁾	10/25/2012	S	1,430	D	\$ 680.46	3,417	I		By Trust
Class A Common Stock ⁽¹⁾	10/25/2012	S	3,213	D	\$ 678.33	204	I		By Trust
Class A Common Stock ⁽¹⁾	10/25/2012	S	204	D	\$ 681.29	0	I		By Trust
Class A Common Stock ⁽¹⁾	10/25/2012	C	20,000	A	\$ 0	20,000	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	800	D	\$ 674.78	19,200	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	1,290	D	\$ 675.43	17,910	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	2,831	D	\$ 676.68	15,079	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	8,957	D	\$ 677.53	6,122	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	2,520	D	\$ 678.33	3,602	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	2,320	D	\$ 679.71	1,282	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	1,122	D	\$ 680.46	160	I		By Limited Partnership II
Class A Common Stock ⁽¹⁾	10/25/2012	S	160	D	\$ 681.29	0	I		By Limited Partnership II

Edgar Filing: Google Inc. - Form 4

Class A Common Stock <u>(1)</u>	18,350	D	
Class A Common Stock <u>(1)</u>	40,366	I	By Family Foundation
Google Stock Unit <u>(10)</u>	56,825	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class B Common Stock	\$ 0	10/25/2012		C	25,500	<u>(11)</u>	<u>(12)</u>	Class A Common Stock	25,500
Class B Common Stock	\$ 0	10/25/2012		C	20,000	<u>(11)</u>	<u>(12)</u>	Class A Common Stock	20,000
Class B Common Stock	\$ 0					<u>(11)</u>	<u>(12)</u>	Class A Common Stock	1,194,300
Class B Common Stock	\$ 0					<u>(11)</u>	<u>(12)</u>	Class A Common Stock	244,992
Option To Purchase Class A Common Stock	\$ 612					<u>(13)</u>	02/02/2021	Class A Common Stock	181,840

Edgar Filing: Google Inc. - Form 4

Remarks:

This Form 4 is one of two Form 4s filed on October 26, 2012 for transactions effected by the Reporting Person on October 25,

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.