

Google Inc.
Form 4
November 13, 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 *
OTELLINI PAUL S

(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)
07/25/2012

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)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
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 13	D
Class A Common Stock	07/25/2012		J(2)	V	12	A	\$ 0 25	D
Google Stock Unit	07/25/2012		J(2)	V	12	D	\$ 0 590	D

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<u>(3)</u>									
Class A Common Stock	08/06/2012	<u>J(2)</u>	V 69	A	\$ 0	94		D	
Google Stock Unit	08/06/2012	<u>J(2)</u>	V 69	D	\$ 0	276		D	
<u>(4)</u>									
Class A Common Stock	08/15/2012	G	V 25	A	\$ 0	5,310		I	By Trust
Class A Common Stock	08/15/2012	G	V 25	D	\$ 0	69		D	
Class A Common Stock	08/21/2012	G	V 69	A	\$ 0	5,379		I	By Trust
Class A Common Stock	08/21/2012	G	V 69	D	\$ 0	0		D	
Google Stock Unit	08/27/2012	<u>J(2)</u>	V 14	D	\$ 0	481		D	
<u>(1)</u>									
Class A Common Stock	08/27/2012	<u>J(2)</u>	V 14	A	\$ 0	14		D	
Class A Common Stock	08/27/2012	<u>J(2)</u>	V 13	A	<u>\$ 0</u> <u>(2)</u>	27		D	
Google Stock Unit	08/27/2012	<u>J(2)</u>	V 13	D	<u>\$ 0</u> <u>(2)</u>	577		D	
<u>(3)</u>									
Google Stock Unit	09/03/2012	<u>J(2)</u>	V 45	D	\$ 0	318		D	
<u>(4)</u>									
Class A Common Stock	09/03/2012	<u>J(2)</u>	V 45	A	\$ 0	72		D	
Class A Common Stock	09/12/2012	G	V 27	A	\$ 0	5,406		I	By Trust
Class A Common Stock	09/12/2012	G	V 27	D	\$ 0	45		D	

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Class A Common Stock	09/19/2012	G	V	45	A	\$ 0	5,451	I	By Trust
Class A Common Stock	09/19/2012	G	V	45	D	\$ 0	0	D	
Google Stock Unit (1)	09/25/2012	J ⁽²⁾	V	14	D	\$ 0	467	D	
Class A Common Stock	09/25/2012	J ⁽²⁾	V	14	A	\$ 0	14	D	
Class A Common Stock	09/25/2012	J ⁽²⁾	V	12	A	\$ 0	26	D	
Google Stock Unit (3)	09/25/2012	J ⁽²⁾	V	12	D	\$ 0	565	D	
Class A Common Stock	10/25/2012	J	V	13	A	\$ 0	27	D	
Google Stock Unit (3)	10/25/2012	J	V	13	D	\$ 0	552	D	
Class A Common Stock	11/02/2012	G	V	27	A	\$ 0	5,504	I	By Trust
Class A Common Stock	11/02/2012	G	V	27	D	\$ 0	0	D	
Class A Common Stock	11/12/2012	G	V	69	A	\$ 0	5,573	I	By Trust
Class A Common Stock	11/12/2012	G	V	69	D	\$ 0	0	D	

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

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(9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OTELLINI PAUL S C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Valentina Margulis, attorney-in-fact for Paul S. Otellini 11/13/2012

__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 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 GSUs vest. The GSUs vest as follows: 1/48th of GSUs 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, 2012.
- (4) The GSUs vest as follows: 1/4th of the GSUs shall vest 12 months after the vesting commencement date and 1/16th each quarter thereafter, subject to continued service on such 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. 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.