

Google Inc.
Form 4
February 22, 2013

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 *
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)
02/22/2013

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock ⁽¹⁾	02/22/2013		C		67,676 A \$ 0	67,676	I By Trust
Class A Common Stock ⁽¹⁾	02/22/2013		S		151 D \$ 793.995	67,525	I By Trust
Class A Common Stock ⁽¹⁾	02/22/2013		S		1,512 D \$ 794.5963 ⁽²⁾	66,013	I By Trust
Class A Common	02/22/2013		S		2,347 D \$ 795.5905	63,666	I By Trust

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Stock ⁽¹⁾					⁽³⁾				
Class A Common Stock ⁽¹⁾	02/22/2013	S	3,856	D	\$ 796.5188	59,810	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2013	S	7,001	D	\$ 797.6073	52,809	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2013	S	14,003	D	\$ 798.6747	38,806	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2013	S	35,922	D	\$ 799.8119	2,884	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2013	S	2,582	D	\$ 800.1429	302	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2013	S	302	D	\$ 801.25	0	I	By Trust	
Class A Common Stock ⁽¹⁾	02/22/2013	C	18,620	A	\$ 0	18,620	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	42	D	\$ 793.995	18,578	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	416	D	\$ 794.5963	18,162	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	646	D	\$ 795.5905	17,516	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	1,061	D	\$ 796.5188	16,455	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	1,926	D	\$ 797.6073	14,529	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	3,853	D	\$ 798.6747	10,676	I	By Limited Partnership II	
Class A Common Stock ⁽¹⁾	02/22/2013	S	9,882	D	\$ 799.8119	794	I	By Limited Partnership II	

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Class A Common Stock <u>(1)</u>	02/22/2013	S	711	D	\$ 800.1429 <u>(8)</u>	83	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>	02/22/2013	S	83	D	\$ 801.25 <u>(9)</u>	0	I	By Limited Partnership II
Class A Common Stock <u>(1)</u>						24,285	D	
Class A Common Stock <u>(1)</u>						172,394	I	By Family Foundation
Google Stock Unit <u>(10)</u>						45,460	D	

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)

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class B Common Stock	\$ 0	02/22/2013		C		67,676	<u>(11)</u>	<u>(12)</u>	Class A Common Stock	67,676
Class B Common Stock	\$ 0	02/22/2013		C		18,620	<u>(11)</u>	<u>(12)</u>	Class A Common Stock	18,620
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	225,759

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- (11) All shares are exercisable as of the transaction date.
- (12) There is no expiration date for the Issuer's Class B Common Stock.
- (13) The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

Remarks:

This Form 4 is one of two Form 4s filed on February 22, 2013 for transactions effected by the Reporting Person on the same d

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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