

Google Inc.
Form 4
June 13, 2014

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 *
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(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)
06/13/2014

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)

Chief Executive 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class C Capital Stock ⁽¹⁾	06/13/2014		S		\$ 546.5135 (2)	D	
Class C Capital Stock ⁽¹⁾	06/13/2014		S		\$ 547.9064 (3)	D	
Class C Capital Stock ⁽¹⁾	06/13/2014		S		\$ 548.9363 (4)	D	
Class C Capital	06/13/2014		S		\$ 23,339,477 549.8429	D	

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Stock ⁽¹⁾					⁽⁵⁾		
Class C Capital Stock ⁽¹⁾	06/13/2014	S	2,472	D	\$ 550.6292	23,337,005	D
Class C Capital Stock ⁽¹⁾					⁽⁶⁾		
Class C Capital Stock ⁽¹⁾	06/13/2014	S	93	D	\$ 551.41	23,336,912	D
Class C Capital Stock ⁽¹⁾					⁽⁷⁾		
Class A Common Stock ⁽⁸⁾	06/13/2014	C	16,670	A	\$ 0	16,670	D
Class A Common Stock ⁽⁸⁾	06/13/2014	S	1,028	D	\$ 554.435	15,642	D
Class A Common Stock ⁽⁸⁾					⁽⁹⁾		
Class A Common Stock ⁽⁸⁾	06/13/2014	S	500	D	\$ 555.3465	15,142	D
Class A Common Stock ⁽⁸⁾					⁽¹⁰⁾		
Class A Common Stock ⁽⁸⁾	06/13/2014	S	1,893	D	\$ 556.6713	13,249	D
Class A Common Stock ⁽⁸⁾					⁽¹¹⁾		
Class A Common Stock ⁽⁸⁾	06/13/2014	S	4,329	D	\$ 557.8638	8,920	D
Class A Common Stock ⁽⁸⁾					⁽¹²⁾		
Class A Common Stock ⁽⁸⁾	06/13/2014	S	6,772	D	\$ 558.7129	2,148	D
Class A Common Stock ⁽⁸⁾					⁽¹³⁾		
Class A Common Stock ⁽⁸⁾	06/13/2014	S	2,148	D	\$ 559.562	0	D
Class A Common Stock ⁽⁸⁾					⁽¹⁴⁾		

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)	8. P Derivative Securities (Instr. 3 and 4)
					Code V (A) (D)		Title	

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- (15) All shares are exercisable as of the transaction date.
- (16) There is no expiration date for the Issuer's Class B Common Stock.

Remarks:

All of the sales 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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