

Google Inc.
Form 4
April 22, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENNESSY JOHN L

(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)
04/21/2014

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)

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⁾	04/21/2014		S		100 D \$ 526.3	3,001	I By Trust
Class C Capital Stock ⁽¹⁾	04/21/2014		S		162 D \$ 528.18	2,839	I By Trust
Class C Capital Stock ⁽¹⁾	04/21/2014		S		100 D \$ 528.83	2,739	I By Trust
Class C Capital	04/21/2014		S		100 D \$ 529.14	2,639	I By Trust

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Stock ⁽¹⁾									
Class C Capital Stock ⁽¹⁾	04/21/2014	S	100	D	\$ 529.3	2,539	I	By Trust	
Class C Capital Stock ⁽¹⁾	04/21/2014	S	100	D	\$ 529.53	2,439	I	By Trust	
Class C Capital Stock ⁽¹⁾	04/21/2014	S	100	D	\$ 530.38	2,339	I	By Trust	
Class C Capital Stock ⁽¹⁾	04/21/2014	S	100	D	\$ 531.07	2,239	I	By Trust	
Class C Capital Stock ⁽¹⁾	04/21/2014	S	28	D	\$ 532.35	2,211	I	By Trust	
Class C Capital Stock ⁽¹⁾	04/21/2014	S	100	D	\$ 535.6	2,111	I	By Trust	
Class C Capital Stock ⁽¹⁾	04/21/2014	S	10	D	\$ 535.79	2,101	I	By Trust	
Class C Capital Stock ⁽¹⁾						1,764	D		
Class A Common Stock						1,764	D		
Class A Common Stock ⁽²⁾						3,101	I	By Trust	
Class C Google Stock Unit ^{(3) (4)}						323	D		
Class C Google Stock Unit ^{(4) (5)}						46	D		
Class C Google Stock Unit ^{(4) (6)}						220	D		
						339	D		

Class C
Google
Stock Unit
(4) (7)

Class A
Google
Stock Unit
(8)

Class A
Google
Stock Unit
(5)

Class A
Google
Stock Unit
(6)

Class A
Google
Stock Unit
(7)

323 D

46 D

220 D

339 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Valentina Margulis, as attorney-in-fact for John L.
Hennessy

04/21/2014

__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) This stock was received by the Reporting Person pursuant to a stock dividend declared by Google Inc. on January 29, 2014. As a result of the dividend, all holders of record of Class A Common Stock and Class B Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding and one share of Class C Capital Stock for each share of Class B Common Stock outstanding.

(2) Includes Class A Common Stocks issued upon vesting of GSUs and Class A Common Stock issued upon the conversion of Class B Common Stock at the election of Reporting Person.

(3) 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of the month thereafter, subject to continued employment on such vesting dates.

(4) On January 29, 2014, Google Inc. declared a stock dividend, as a result of which all holders of record of Class A Common Stock on March 27, 2014 received on April 2, 2014 one share of Class C Capital Stock for each share of Class A Common Stock outstanding (the "Stock Dividend"). These GSUs were previously reported as GSUs entitling the Reporting Person to receive one share of Google Inc.'s Class A Common Stock for each share underlying the GSU as the GSU vests. As a result of the Stock Dividend, these GSUs were adjusted and each share underlying the GSU now corresponds to one share of Class A Common Stock and one share of Class C Capital Stock.

(5) The GSUs vest as follows: 1/4th of the GSUs vested on 6/2/2011 and 1/16th of the GSUs vests each quarter thereafter, subject to continued service on such vesting dates.

(6) The GSUs vest as follows: 1/48th of GSUs vested on July 25, 2011 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such vesting dates.

(7) 1/48th of GSUs vested on July 25, 2012 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on such dates.

(8) 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. 1/48th of the grant will vest on July 25, 2013 and an additional 1/48th will vest monthly on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

Remarks:

All of the 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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