

Google Inc.
Form 5
February 13, 2015

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
OTELLINI PAUL S

(Last) (First) (Middle)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

2. Issuer Name and Ticker or Trading
Symbol
Google Inc. [GOOG]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

4. If Amendment, Date Original
Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock ⁽¹⁾	08/13/2014	Â	G	35	A	\$ 0	6,860	I	By Trust
Class A Common Stock ⁽¹⁾	08/13/2014	Â	G	35	D	\$ 0	68	D	Â
Class C Capital Stock ⁽²⁾	07/03/2014	Â	G	48	D	\$ 0	95	D	Â

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Class C Capital Stock <u>(2)</u>	07/03/2014	Â	G	48	A	\$ 0	6,926	I	By Trust
Class A Common Stock <u>(1)</u>	11/17/2014	Â	G	35	D	\$ 0	68	D	Â
Class A Common Stock <u>(1)</u>	11/17/2014	Â	G	35	A	\$ 0	6,860	I	By Trust
Class A Common Stock <u>(1)</u>	05/05/2014	Â	G	34	D	\$ 0	68	D	Â
Class A Common Stock <u>(1)</u>	05/05/2014	Â	G	34	A	\$ 0	6,860	I	By Trust
Class A Common Stock <u>(1)</u>	09/05/2014	Â	G	35	D	\$ 0	68	D	Â
Class A Common Stock <u>(1)</u>	09/05/2014	Â	G	35	A	\$ 0	6,860	I	By Trust
Class A Common Stock <u>(1)</u>	06/10/2014	Â	G	46	A	\$ 0	6,860	I	By Trust
Class A Common Stock <u>(1)</u>	06/10/2014	Â	G	46	D	\$ 0	68	D	Â
Class A Common Stock <u>(1)</u>	10/06/2014	Â	G	34	D	\$ 0	68	D	Â
Class A Common Stock <u>(1)</u>	10/06/2014	Â	G	34	A	\$ 0	6,860	I	By Trust
Class C Capital Stock <u>(2)</u>	06/10/2014	Â	G	46	D	\$ 0	95	D	Â
Class C Capital Stock <u>(2)</u>	06/10/2014	Â	G	46	A	\$ 0	6,926	I	By Trust
Class C Capital Stock <u>(2)</u>	09/05/2014	Â	G	49	D	\$ 0	95	D	Â
Class C Capital	09/05/2014	Â	G	49	A	\$ 0	6,926	I	By Trust

Stock ⁽²⁾

Class A Common Stock ⁽¹⁾	07/03/2014	Â	G	35	A	\$ 0	6,860	I	By Trust
Class A Common Stock ⁽¹⁾	07/03/2014	Â	G	35	D	\$ 0	68	D	Â
Class C Capital Stock ⁽²⁾	11/17/2014	Â	G	48	D	\$ 0	95	D	Â
Class C Capital Stock ⁽²⁾	11/17/2014	Â	G	48	A	\$ 0	6,926	I	By Trust
Class C Capital Stock ⁽²⁾	10/06/2014	Â	G	47	D	\$ 0	95	D	Â
Class C Capital Stock ⁽²⁾	10/06/2014	Â	G	47	A	\$ 0	6,926	I	By Trust
Class C Capital Stock ⁽²⁾	05/05/2014	Â	G	69	A	\$ 0	6,926	I	By Trust
Class C Capital Stock ⁽²⁾	05/05/2014	Â	G	69	D	\$ 0	95	D	Â
Class C Capital Stock ⁽²⁾	08/13/2014	Â	G	48	A	\$ 0	6,926	I	By Trust
Class C Capital Stock ⁽²⁾	08/13/2014	Â	G	48	D	\$ 0	95	D	Â

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.

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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	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. of of D S B O E I
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of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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

02/13/2015

____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) Includes 505 shares of Class A Common Stock issued upon vesting of Class A Google Stock Units (GSUs) in 2014, the grant of which was previously reported on Form 4s.

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

- (2) 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. Includes 449 shares of Class C Capital Stock resulting from the vesting of Class C Google Stock Units (GSUs) in 2014, the grant of which was previously reported on Form 4s.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.