

GOOGLE INC.

Form 4

July 23, 2015

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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Number: 3235-0287
Expires: January 31,
2005
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(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)
07/01/2015

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 A Common Stock | 01/14/2015 | | G | V | 68 | D | \$ 0 | 0 | D | |
| Class A Common Stock | 01/14/2015 | | G | V | 68 | A | \$ 0 | 6,928 | I | By Trust |
| Class C Capital Stock | 01/14/2015 | | G | V | 81 | D | \$ 0 | 14 | D | |
| Class C Capital | 01/14/2015 | | G | V | 81 | A | \$ 0 | 7,007 | I | By Trust |

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| | | | | | | | | | |
|--|------------|---|---|-----|---|------|-------|---|----------|
| Stock | | | | | | | | | |
| Class A Common Stock | 02/09/2015 | G | V | 35 | D | \$ 0 | 0 | D | |
| Class A Common Stock | 02/09/2015 | G | V | 35 | A | \$ 0 | 6,963 | I | By Trust |
| Class C Capital Stock | 02/09/2015 | G | V | 63 | D | \$ 0 | 0 | D | |
| Class C Capital Stock | 02/09/2015 | G | V | 63 | A | \$ 0 | 7,070 | I | By Trust |
| Class A Common Stock | 03/04/2015 | G | V | 35 | D | \$ 0 | 0 | D | |
| Class A Common Stock | 03/04/2015 | G | V | 35 | A | \$ 0 | 6,998 | I | By Trust |
| Class C Capital Stock | 03/04/2015 | G | V | 48 | D | \$ 0 | 0 | D | |
| Class C Capital Stock | 03/04/2015 | G | V | 48 | A | \$ 0 | 7,118 | I | By Trust |
| Class A Common Stock | 05/05/2015 | G | V | 34 | D | \$ 0 | 34 | D | |
| Class A Common Stock | 05/05/2015 | G | V | 34 | A | \$ 0 | 7,032 | I | By Trust |
| Class C Capital Stock | 05/05/2015 | G | V | 48 | D | \$ 0 | 47 | D | |
| Class C Capital Stock | 05/05/2015 | G | V | 48 | A | \$ 0 | 7,185 | I | By Trust |
| Class C Google Stock Unit (1) | 07/01/2015 | A | | 673 | A | \$ 0 | 673 | D | |
| Class C Google Stock Unit | | | | | | | 469 | D | |

(2)

Class C
Google
Stock Unit

199 D

(3)

Class C
Google
Stock Unit

14 D

(3)

Class C
Google
Stock Unit

151 D

(3)

Class A
Google
Stock Unit

199 D

(4)

Class A
Google
Stock Unit

14 D

(5)

Class A
Google
Stock Unit

151 D

(6)

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

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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 Report 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 |
| 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

07/23/2015

__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) 1/48th of GSUs will vest on July 25, 2015 and an additional 1/48th of GSUs will vest monthly thereafter until the GSUs are fully vested, subject to continued service on such vesting dates.

(2) 1/48th of the grant will vest on June 25, 2014 and an additional 1/48th will vest on the 25th day of each month thereafter, subject to continued service on the Board on the applicable vesting dates.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

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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