

GOOGLE INC.

Form 3

August 20, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

A Pichai Sundar

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/10/2015

3. Issuer Name and Ticker or Trading Symbol  
GOOGLE INC. [GOOG]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. Vice President, Products

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O GOOGLE INC., 1600  
AMPHITHEATRE PKWY

(Street)

MOUNTAIN  
VIEW, CA 94043

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Class A Common Stock

68

D

A

Class A Google Stock Unit <sup>(1)</sup>

1,914

D

A

Class A Google Stock Unit <sup>(2)</sup>

56,849

D

A

Class C Capital Stock

100

D

A

Class C Google Stock Unit <sup>(3)</sup>

1,914

D

A

Class C Google Stock Unit <sup>(2)</sup>

56,849

D

A

Class C Google Stock Unit <sup>(4)</sup>

88,485

D

A

Class C Google Stock Unit <sup>(5)</sup>

353,939

D

A

Class C Google Stock Unit <sup>(6)</sup>

149,415

D

A

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5.<br>Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                       |                                                                                                         |                                                             |
| Option to Purchase Class C Capital Stock      | Â (7)                                                          | 04/04/2022         | Class C Capital Stock                                                                | 8,646                            | \$ 316.9399                                                           | D                                                                                                       | Â                                                           |
| Option To Purchase Class A Common Stock       | Â (7)                                                          | 04/04/2022         | Class A Common Stock                                                                 | 8,646                            | \$ 318.2102                                                           | D                                                                                                       | Â                                                           |
| Option To Purchase Class A Common Stock       | Â (7)                                                          | 07/29/2019         | Class A Common Stock                                                                 | 2,436                            | \$ 218.5563                                                           | D                                                                                                       | Â                                                           |
| Option To Purchase Class A Common Stock       | Â (7)                                                          | 08/04/2020         | Class A Common Stock                                                                 | 1,459                            | \$ 253.6664                                                           | D                                                                                                       | Â                                                           |
| Option to Purchase Class C Capital Stock      | Â (7)                                                          | 07/29/2019         | Class C Capital Stock                                                                | 2,436                            | \$ 217.6838                                                           | D                                                                                                       | Â                                                           |
| Option to Purchase Class C Capital Stock      | Â (7)                                                          | 08/04/2020         | Class C Capital Stock                                                                | 1,459                            | \$ 252.6537                                                           | D                                                                                                       | Â                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                       | Director      | 10% Owner | Officer                        | Other |
| Pichai Sundar<br>C/O GOOGLE INC., 1600 AMPHITHEATRE PKWY<br>MOUNTAIN VIEW,Â CAÂ 94043 | Â             | Â         | Â Sr. Vice President, Products | Â     |

## Signatures

/s/ Valentina Margulis, Attorney-in-fact for Sundar Pichai

08/20/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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 GSU vests. The GSUs vest at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.

(1) The GSUs vest at a rate of 1/72 per month, subject to continued employment on the applicable vesting dates.

(2) The GSUs entitle the Reporting Person to receive one share of Google Inc.'s Class C Capital Stock for each share underlying the GSU as the GSU vests. The GSUs vest at a rate of 1/16th per quarter, subject to continued employment on the applicable vesting dates.

(3) 50% of the grant will vest on April 25, 2016 and 50% of the grant will vest on April 25, 2017, subject to continued employment on such dates.

(4) 100% of the grant will vest on April 25, 2018, subject to continued employment on such date.

(5) The GSUs vest at a rate of 1/8th per quarter, subject to continued employment on the applicable vesting dates.

(6) Option is fully vested.

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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