GOOGLE INC.
Form 4
September 29, 2015

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Pichai Sundar

(Last) (First) (Middle)

C/O GOOGLE INC., 1600 AMPHITHEATRE PKWY

(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)
09/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. Vice President, Products

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Google Stock Unit (1) | 09/25/2015 | | C(2) | | 11,908 | D | $ 0 | 137,507 | D | |
| Class C Capital Stock | 09/25/2015 | | C(2) | | 11,908 | A | $ 0 | 13,069 | D | |
| Class C Google Stock Unit (1) | 09/25/2015 | | F(3) | | 12,994 | D | $ 625.8 | 124,513 | D | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Class A Google Stock Unit [(4)] | 09/25/2015 | C[(2)] | 603 | D | $ 0 | 54,982 | D |
| Class A Common Stock | 09/25/2015 | C[(2)] | 603 | A | $ 0 | 1,732 | D |
| Class A Google Stock Unit [(4)] | 09/25/2015 | F[(3)] | 660 | D | $ 654.91 | 54,322 | D |
| Class C Google Stock Unit [(4)] | 09/25/2015 | C[(2)] | 603 | D | $ 0 | 54,982 | D |
| Class C Capital Stock | 09/25/2015 | C[(2)] | 603 | A | $ 0 | 13,672 | D |
| Class C Google Stock Unit [(4)] | 09/25/2015 | F[(3)] | 660 | D | $ 625.8 | 54,322 | D |
| Class C Google Stock Unit [(5)] | | | | | | 957 | D |
| Class C Google Stock Unit [(6)] | | | | | | 88,485 | D |
| Class C Google Stock Unit [(7)] | | | | | | 353,939 | D |
| Class A Google Stock Unit [(8)] | | | | | | 957 | 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. Pric Deriva Securi (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Option To Purchase Class A Common Stock | $ 318.2102 | | | | | | | (9) | 04/04/2022 | Class A Common Stock | 8,646 | |
| Option To Purchase Class A Common Stock | $ 218.5563 | | | | | | | (9) | 07/29/2019 | Class A Common Stock | 2,436 | |
| Option To Purchase Class A Common Stock | $ 253.6664 | | | | | | | (9) | 08/04/2020 | Class A Common Stock | 1,459 | |
| Option to Purchase Class C Capital Stock | $ 316.9399 | | | | | | | (9) | 04/04/2022 | Class C Capital Stock | 8,646 | |
| Option to Purchase Class C Capital Stock | $ 217.6838 | | | | | | | (9) | 07/29/2019 | Class C Capital Stock | 2,436 | |
| Option to Purchase Class C | $ 252.6537 | | | | | | | (9) | 08/04/2020 | Class C Capital Stock | 1,459 | |

Capital
Stock

# 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, CA 94043 | | | Sr. Vice President, Products | |

# Signatures

| /s/ Valentina Margulis, Attorney-in-fact for Sundar Pichai | 09/29/2015 |
|---|---|
| **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)** The GSUs vest at a rate of 1/8th per quarter, subject to continued employment on the applicable vesting dates.

**(2)** Vesting of GSUs grant of which was previously reported in Form 4.

**(3)** Shares withheld to satisfy tax obligations arising out of vesting of GSUs.

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

**(5)** 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.

**(6)** 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.

**(7)** 100% of the grant will vest on April 25, 2018, subject to continued employment on such date.

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

**(9)** 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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