Google Inc. Form 4 July 29, 2014

# FORM 4

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person SCHMIDT ERIC E	* 2. Issuer Name and Ticker or Trading Symbol Google Inc. [GOOG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an applicable)
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY	(Month/Day/Year) 07/25/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Chairman of Board
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check
MOUNTAIN VIEW, CA 94043	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or V Amount (D) Price \$ 185 D 554.6184		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)	
Class C Capital Stock	07/25/2014		S	185	D	554.6184	2,503,565	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014		S	408	D	\$ 555.5822 (2)	2,503,157	I	By The Schmidt Family Living Trust
Class C Capital	07/25/2014		S	695	D	\$ 556.4259	2,502,462	I	By The Schmidt

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Stock					(3)			Family Living Trust
Class C Capital Stock	07/25/2014	S	680	D	\$ 557.6111 (4)	2,501,782	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	831	D	\$ 558.2979 (5)	2,500,951	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	1,074	D	\$ 559.6656 (6)	2,499,877	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	1,043	D	\$ 560.2909	2,498,834	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	363	D	\$ 561.6036 (8)	2,498,471	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	229	D	\$ 562.4128 <u>(9)</u>	2,498,242	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	887	D	\$ 563.6562 (10)	2,497,355	I	By The Schmidt Family Living Trust
Class C Capital Stock	07/25/2014	S	605	D	\$ 564.3 (11)	2,496,750	I	By The Schmidt Family Living Trust
Class A Common Stock (12)	07/25/2014	С	7,000	A	\$ 0	7,000	I	By The Schmidt Family

								Living Trust
Class A Common Stock (12)	07/25/2014	S	60	D	\$ 595.8825 (13)	6,940	I	By The Schmidt Family Living Trust
Class A Common Stock (12)	07/25/2014	S	1,799	D	\$ 596.7299 (14)	5,141	I	By The Schmidt Family Living Trust
Class A Common Stock (12)	07/25/2014	S	2,874	D	\$ 597.4049 (15)	2,267	I	By The Schmidt Family Living Trust
Class A Common Stock (12)	07/25/2014	S	212	D	\$ 598.41 (16)	2,055	I	By The Schmidt Family Living Trust
Class A Common Stock (12)	07/25/2014	S	1,859	D	\$ 599.4076 (17)	196	I	By The Schmidt Family Living Trust
Class A Common Stock (12)	07/25/2014	S	196	D	\$ 600.5998 (18)	0	I	By The Schmidt Family Living Trust

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)

2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secur
Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.
Derivative				(A) or			
Security				Disposed of			
	or Exercise Price of Derivative	Conversion (Month/Day/Year) or Exercise Price of Derivative	or Exercise any Price of (Month/Day/Year) Derivative	Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative	Conversion or Exercise(Month/Day/Year)Execution Date, if anyTransaction DerivativePrice of Derivative(Month/Day/Year)(Instr. 8)Acquired(A) or	Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Expiration Date or Exercise any Code Securities (Month/Day/Year)  Price of (Month/Day/Year) (Instr. 8) Acquired (A) or	Conversion (Month/Day/Year) Execution Date, if Transaction Derivative Expiration Date or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)  Price of (Month/Day/Year) (Month/Day/Year) (A) or

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(D) (Instr. 3, 4, and 5)

Code V (A) (D) Date **Expiration Title** Amount Exercisable Date

(19)

(20)

Number of

Shares

7,000

Class B Class A

 $\mathbf{C}$ 

Common \$0 07/25/2014 7,000 Common Stock Stock

**Reporting Owners** 

Relationships Reporting Owner Name / Address

X

10% Owner Officer Other Director

SCHMIDT ERIC E C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY **MOUNTAIN VIEW, CA 94043** 

**Executive Chairman of Board** 

**Signatures** 

/s/ Valentina Margulis, as attorney-in-fact for Eric E. Schmidt

07/29/2014

\*\*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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$554.29 to \$555.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the **(1)** Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (18) to this form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from **(2)** \$555.01 to \$556.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from **(3)** \$556.01 to \$557.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from **(4)** \$557.01 to \$558.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from **(5)** \$558.01 to \$559.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from **(6)** \$559.01 to \$560.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from **(7)** \$560.01 to \$561.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (8) \$561.01 to \$562.00, inclusive.

**(9)** 

Reporting Owners 4

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$562.01 to \$563.00, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$563.01 to \$564.00, inclusive.
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$564.01 to \$565.00, inclusive.
- (12) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$595.00 to \$596.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$596.01 to \$597.00, inclusive.
- (15) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$597.01 to \$598.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$598.01 to \$599.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$599.01 to \$600.00, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$600.01 to \$601.00, inclusive.
- (19) All shares are exercisable as of the transaction date.
- (20) There is no expiration date for the Issuer's Class B Common Stock.

### **Remarks:**

This Form 4 is one of six Form 4s filed on July 29, 2014 for transactions effected by the Reporting Person on July 25, 2014. A Note: File three copies of this Form, one of which must be manually signed. If space 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.