

Google Inc.
Form 4
October 22, 2013

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tilghman Shirley M

(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)
10/22/2013

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 <u>(1)</u>	08/05/2013		J ⁽²⁾	V	50	A	\$ 0	5,104	D	
Google Stock Unit <u>(3)</u>	08/05/2013		J ⁽²⁾	V	50	D	\$ 0	255	D	
Google Stock Unit <u>(4)</u>	08/26/2013		J ⁽²⁾	V	14	D	\$ 0	316	D	
Class A Common	08/26/2013		J ⁽²⁾	V	14	A	\$ 0	5,118	D	

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Stock ⁽¹⁾							
Class A							
Common Stock ⁽¹⁾	08/26/2013	J ⁽²⁾	V 12	A	\$ 0	5,130	D
Google							
Stock Unit ⁽⁵⁾	08/26/2013	J ⁽²⁾	V 12	D	\$ 0	427	D
Google							
Stock Unit ⁽⁶⁾	08/26/2013	J ⁽²⁾	V 8	D	\$ 0	381	D
Class A							
Common Stock ⁽¹⁾	08/26/2013	J ⁽²⁾	V 8	A	\$ 0	5,138	D
Class A							
Common Stock ⁽¹⁾	09/25/2013	J ⁽²⁾	V 14	A	\$ 0	5,152	D
Google							
Stock Unit ⁽⁴⁾	09/25/2013	J ⁽²⁾	V 14	D	\$ 0	302	D
Google							
Stock Unit ⁽⁵⁾	09/25/2013	J ⁽²⁾	V 13	D	\$ 0	414	D
Class A							
Common Stock ⁽¹⁾	09/25/2013	J ⁽²⁾	V 13	A	\$ 0	5,165	D
Class A							
Common Stock ⁽¹⁾	09/25/2013	J ⁽²⁾	V 8	A	\$ 0	5,173	D
Google							
Stock Unit ⁽⁶⁾	09/25/2013	J ⁽²⁾	V 8	D	\$ 0	373	D
Class A							
Common Stock ⁽¹⁾	10/22/2013	M	1,000	A	\$ 0	6,173	D
Class A							
Common Stock ⁽¹⁾	10/22/2013	S	1,000	D	\$ 1,002.1444	5,173	D
Class A							
Common Stock						96	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

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(9-02)

required to respond unless the form displays a currently valid OMB control number.

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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Option To Purchase Class A Common Stock	\$ 318.68	10/22/2013		M	1,000	(7) 10/03/2015	Class A Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tilghman Shirley M C/O GOOGLE INC. 1600 AMPHITHEATRE PARKWAY MOUNTAIN VIEW, CA 94043	X

Signatures

/s/ Valentina Margulis, as attorney-in-fact for Shirley M. Tilghman 10/22/2013

__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 Class A Common Stock resulting from vested GSUs grant of which was previously reported on Form 4s.

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

The Google Stock Units ("GSUs") entitle the reporting person to receive one share of the Google Inc.'s Class A common stock for each share underlying the GSU as the GSU vests. The GSUs vest as follows: (i) 1/4th of GSUs vests 12 months after vesting start date and (ii) 1/16th vests each quarter thereafter, subject to continued service on such vesting dates. Vesting start date is November 3, 2010.

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- (4) 1/48th of GSUs shall vest on the 25th day of the first month after the vesting start date and an additional 1/48th will vest monthly thereafter until the units are fully vested, subject to continued service on such vesting dates. Vesting start date is July 6, 2011.
- (5) 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.
- (6) 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.
- (7) Option is subject to the terms and conditions of Google Inc.'s 2004 Stock Plan and 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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