

Google Inc.
Form 5
February 13, 2015

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Greene Diane B

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Google Inc. [GOOG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O GOOGLE INC., 1600
AMPHITHEATRE PARKWAY

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

6. Individual or Joint/Group Reporting

(check applicable line)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock ⁽¹⁾	^	^	^	^	^	^	1,527	D	^
Class A Common Stock	^	^	^	^	^	^	11	I	By Trust
Class A Common Stock	^	^	^	^	^	^	123	I	By Trust

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Class A Common Stock	Â	Â	Â	Â	Â	Â	11	I	By Trust.
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	11	I	By Trust
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	123	I	By Trust
Class C Capital Stock <u>(2)</u>	Â	Â	Â	Â	Â	Â	11	I	By Trust
Class C Capital Stock <u>(3)</u>	Â	Â	Â	Â	Â	Â	1,620	D	Â
Class C Google Stock Unit <u>(4) (5) (6)</u>	Â	Â	Â	Â	Â	Â	498	D	Â
Class C Google Stock Unit <u>(7)</u>	Â	Â	Â	Â	Â	Â	550	D	Â
Class C Google Stock Unit <u>(6) (8)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class C Google Stock Unit <u>(5) (6)</u>	Â	Â	Â	Â	Â	Â	100	D	Â
Class A Google Stock Unit <u>(5)</u>	Â	Â	Â	Â	Â	Â	498	D	Â
Class A Google Stock Unit <u>(8)</u>	Â	Â	Â	Â	Â	Â	249	D	Â
Class A Google Stock Unit <u>(9)</u>	Â	Â	Â	Â	Â	Â	100	D	Â

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(4) GSUs will vest at the rate of 25% on the 25th day of the month in which the grant's first anniversary occurs, 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. Grant date is February 1, 2012.

(5) GSUs will vest at the rate of 25% on the 25th day of the month in which the grant's first anniversary occurs, 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. Vesting start date is February 1, 2012.

(6) 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.

(7) 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.

(8) 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.

(9) The GSUs vest as follows: 1/48th vests on the 25th calendar day of the month following the vesting start date and an additional 1/48th vests on the 25th day of each month thereafter, subject to continued service on such vesting dates. Vesting start date is July 11, 2012.

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