

GOOGLE INC.  
Form 4  
August 26, 2015

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHMIDT ERIC E

(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)  
08/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Chairman of Board

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Class C Google Stock Unit <sup>(1)</sup> | 08/25/2015                           |  | C                              |   | 2,625   | D  | \$ 0                              |
| Class C Capital Stock                    | 08/25/2015                           |  | C                              |   | 2,625   | A  | \$ 0                              |
| Class C Google Stock Unit <sup>(1)</sup> | 08/25/2015                           |  | F <sup>(2)</sup>               |   | 2,866   | D  | \$ 589.61                         |
|  |                                      |  |                                |   |   |  | 79,746                            |
|  |                                      |  |                                |   |   |  | 1,255,358                         |
|  |                                      |  |                                |   |   |  | 76,880                            |

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|   |            |                  |       |   |              |           |   |   |
|---|------------|------------------|-------|---|--------------|-----------|---|---|
| Class A<br>Google<br>Stock<br>Unit <sup>(3)</sup> | 08/25/2015 | C                | 2,625 | D | \$ 0         | 79,746    | D |   |
| Class A<br>Common<br>Stock                        | 08/25/2015 | C                | 2,625 | A | \$ 0         | 57,865    | D |   |
| Class A<br>Google<br>Stock<br>Unit <sup>(3)</sup> | 08/25/2015 | F <sup>(2)</sup> | 2,866 | D | \$<br>618.11 | 76,880    | D |   |
| Class C<br>Capital<br>Stock                       |            |                  |       |   |              | 148,588   | I | By Schmidt<br>Investments<br>LP             |
| Class C<br>Capital<br>Stock                       |            |                  |       |   |              | 661,898   | I | By Schmidt<br>Investments<br>LP Fund II     |
| Class C<br>Capital<br>Stock                       |            |                  |       |   |              | 2,464,691 | I | By The<br>Schmidt<br>Family<br>Living Trust |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B<br>Common<br>Stock                 | \$ 0   |                                      |  |                                |   | (4) (5)  | Class A<br>Common<br>Stock                                    | 1,194,309                     |
|  | \$ 0   |                                      |  |                                |   | (4) (5)  |   | 148,182                       |

|  |            |     |            |  |                             |           |
|--|------------|-----|------------|--|-----------------------------|-----------|
| Class B<br>Common<br>Stock                               |            |     |            |  | Class A<br>Common<br>Stock  |           |
| Class B<br>Common<br>Stock                               | \$ 0       | (4) | (5)        |  | Class A<br>Common<br>Stock  | 660,086   |
| Class B<br>Common<br>Stock                               | \$ 0       | (4) | (5)        |  | Class A<br>Common<br>Stock  | 2,457,932 |
| Option to<br>Purchase<br>Class C<br>Capital<br>Stock (6) | \$ 305.388 | (7) | 02/02/2021 |  | Class C<br>Capital<br>Stock | 181,840   |
| Option<br>To<br>Purchase<br>Class A<br>Common<br>Stock   | \$ 306.612 | (7) | 02/02/2021 |  | Class A<br>Common<br>Stock  | 181,840   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| SCHMIDT ERIC E<br>C/O GOOGLE INC.<br>1600 AMPHITHEATRE PARKWAY<br>MOUNTAIN VIEW, CA 94043 | X             |           | Executive Chairman of Board |       |

## Signatures

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

08/26/2015

\*\*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) This grant vests as follow: 1/16th of the grant will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
  - (2) Shares withheld to satisfy tax obligations arising out of vesting of GSUs.
  - (3) The GSUs vest as follow: 1/16th of the GSUs will vest on May 25, 2015, and an additional 1/16th will vest quarterly on the 25th day of the month until GSUs are fully vested, subject to continued employment on such vesting dates.
  - (4) All shares are exercisable as of the transaction date.
  - (5) There is no expiration date for the Issuer's Class B Common Stock.

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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"). This option was previously reported as an option for 181,840 shares of Class A Common Stock at an exercise price of (6) \$612.00 per share, but was adjusted to reflect the Stock Dividend. As a result of adjustment, the option now entitles the Reporting Person to exercise a portion of the option for 181,840 shares of Class C Capital Stock, and the exercise price has been adjusted so that the portion of the option covering Class A Common Stock now has an exercise price of \$306.612 and the portion of the option covering Class C Capital Stock has an exercise price of \$305.388 per share.

The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares (7) shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

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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