

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-25**  
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### ISSUER

#### Google Inc.

CIK: **1288776** | IRS No.: **770493581** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7370** Computer programming, data processing, etc.

#### Mailing Address

1600 AMPHITHEATRE  
PARKWAY  
MOUNTAIN VIEW CA 94043

#### Business Address

1600 AMPHITHEATRE  
PARKWAY  
MOUNTAIN VIEW CA 94043  
650 623 4000

### REPORTING OWNER

#### SCHMIDT ERIC E

CIK: **1242463**  
Type: **4** | Act: **34** | File No.: **000-50726** | Film No.: **13550352**

#### Mailing Address

C/O GOOGLE INC  
1600 AMPHITHEATRE  
PARKWAY  
MOUNTAIN VIEW CA 94043

# FORM 4

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

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

OMB APPROVAL	
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>SCHMIDT ERIC E</b>			2. Issuer Name and Ticker or Trading Symbol <b>Google Inc. [GOOG]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Executive Chairman of Board</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>			
C/O GOOGLE INC., 1600 AMPHITHEATRE PARKWAY						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
MOUNTAIN VIEW, CA 94043						
(City)	(State)	(Zip)				

**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 <sup>(1)</sup>	01/25/2013		C		47,010	A	\$ 0	47,010	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		1,994	D	\$750.7663 <sup>(2)</sup>	45,016	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		3,490	D	\$751.5187 <sup>(3)</sup>	41,526	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		6,492	D	\$752.5818 <sup>(4)</sup>	35,034	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		15,061	D	\$753.4993 <sup>(5)</sup>	19,973	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		5,912	D	\$754.5093 <sup>(6)</sup>	14,061	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		6,079	D	\$755.4722 <sup>(7)</sup>	7,982	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		5,747	D	\$756.3309 <sup>(8)</sup>	2,235	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		2,093	D	\$757.2943 <sup>(9)</sup>	142	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		142	D	\$758.2 <sup>(10)</sup>	0	I	By Trust
Class A Common Stock <sup>(1)</sup>	01/25/2013		C		16,040	A	\$ 0	16,040	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		680	D	\$750.7663 <sup>(2)</sup>	15,360	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		1,191	D	\$751.5187 <sup>(3)</sup>	14,169	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		2,215	D	\$752.5818 <sup>(4)</sup>	11,954	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		S		5,139	D	\$753.4993 <sup>(5)</sup>	6,815	I	By Limited Partnership II

Class A Common Stock <sup>(1)</sup>	01/25/2013		<u>S</u>	2,017	D	\$754.5093 <sup>(6)</sup>	4,798	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		<u>S</u>	2,074	D	\$755.4722 <sup>(7)</sup>	2,724	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		<u>S</u>	1,961	D	\$756.3309 <sup>(8)</sup>	763	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		<u>S</u>	714	D	\$757.2943 <sup>(9)</sup>	49	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>	01/25/2013		<u>S</u>	49	D	\$758.2 <sup>(10)</sup>	0	I	By Limited Partnership II
Class A Common Stock <sup>(1)</sup>							21,379	D	
Class A Common Stock <sup>(1)</sup>							175,627	I	By Family Foundation
Google Stock Unit <sup>(11)</sup>							51,143	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$ 0	01/25/2013		<u>C</u>			47,010	(12)	(13)	Class A Common Stock	47,010	\$ 0	4,594,963	I	By Trust
Class B Common Stock	\$ 0	01/25/2013		<u>C</u>			16,040	(12)	(13)	Class A Common Stock	16,040	\$ 0	1,211,944	I	By Limited Partnership II
Class B Common Stock	\$ 0							(12)	(13)	Class A Common Stock	1,194,309		1,194,309	D	
Class B Common Stock	\$ 0							(12)	(13)	Class A Common Stock	232,502		232,502	I	By Limited Partnership I
Option To Purchase Class A Common Stock	\$612							(14)	02/02/2021	Class A Common Stock	181,840		181,840	D	

**Explanation of Responses:**

- 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 \$750.49 to \$751.00, inclusive. The Reporting Person undertakes to provide to any security holder of Google Inc. or the staff of the 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 (2) through (10) 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 \$751.01 to \$752.00, inclusive.
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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 \$753.01 to \$754.00, inclusive.

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9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$757.01 to \$758.00, inclusive.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$758.01 to \$759.00, inclusive.
11. 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 as follows: 1/4th of the GSUs shall vest 12 months after vesting commencement date and 1/16th each quarter thereafter until the units are fully vested, subject to continued employment with Google on the applicable vesting dates.
12. All shares are exercisable as of the transaction date.
13. There is no expiration date for the Issuer's Class B Common Stock.
14. The option provided for vesting as follows: 25% of the option shall vest 12 months after vesting commencement date and 1/48th of shares shall vest each month thereafter until the option is fully vested, subject to continued employment with Google on the applicable vesting dates.

### Remarks:

This Form 4 is one of two Form 4s filed on January 28, 2013 for transactions effected by the Reporting Person on January 25, 2012. All of the transactions reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Person.

### Signatures

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

\*\* Signature of Reporting Person

01/28/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**